

IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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AFFIDAVIT OF SERVICE

I, Evan Gershbein, being duly sworn according to law, depose and say that I am employed by Kurtzman Carson Consultants, LLC, the Court appointed claims and noticing agent for the Debtors in the above-captioned cases.

On February 21, 2006, I caused to be served the documents listed below (i) upon the parties listed on Exhibit A hereto via overnight delivery, (ii) upon the parties listed on Exhibit B hereto via electronic notification, and (iii) upon the parties listed on Exhibit C hereto via postage pre-paid U.S. mail:

- 1) Application for Order Under 11 U.S.C. Sections 327(3) and 1107(b) and Fed. R. Bankr. P. 2014 Authorizing Employment and Retention of Dickinson Wright PLLC as Intellectual Property Counsel to Debtors (Docket No. 2456) [a copy of which is attached hereto as Exhibit D]
- 2) Notice Of Presentment Of Order Under 11 U.S.C. Sections 327(e) And 1107(b) And Fed. R. Bankr. P. 2014 Authorizing Employment And Retention Of Dickinson Wright PLLC As Intellectual Property Counsel To Debtors (Docket No. 2458) [a copy of which is attached hereto as Exhibit E]
- 3) Application for Order Under 11 U.S.C. Sections 327(e) and 1107(b) Authorizing Employment and Retention of Crowell & Moring LLP as Antitrust Counsel to Debtors (Docket No. 2460) [a copy of which is attached hereto as Exhibit F]
- 4) Notice Of Presentment Of Order Under 11 U.S.C. Sections 327(e) And 1107(b) Authorizing Employment And Retention Of Crowell & Moring LLP As Antitrust Counsel To Debtors (Docket No. 2461) [a copy of which is attached hereto as Exhibit G]
- 5) Application For Order Under 11 U.S.C. Sections 327(e) And 1107(b) And Fed. R. Bankr. P. 2014 Authorizing Employment And Retention Of Cadwalader, Wickersham & Taft LLP As Government Investigations Counsel To Debtors (Docket No. 2466) [a copy of which is attached hereto as Exhibit H]

- 6) Notice Of Presentment Of Order Under 11 U.S.C. Sections 327(e) And 1107(b) And Fed. R. Bankr. P. 2014 Authorizing Employment And Retention Of Cadwalader, Wickersham & Taft LLP As Government Investigations Counsel To Debtors (Docket No. 2467) [a copy of which is attached hereto as Exhibit I]

Dated: February 22, 2006

/s/ Evan Gershbein

Evan Gershbein

Subscribed and sworn to (or affirmed) before me on this 22nd day of February, 2006, by Evan Gershbein, personally known to me or proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature : /s/ Sarah Elizabeth Frankel

Commission Expires: 12/23/08

EXHIBIT A

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	EMAIL	PARTY / FUNCTION
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Davis Polk & Wardwell	Donald Bernstein	450 Lexington Avenue		New York	NY	10017	212-450-4092	212-450-3092	donald.bernstein@dpw.com	Postpetition Administrative Agent
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Electronic Data Systems Corp.	Michael Nefkens	5505 Corporate Drive MSIA		Troy	MI	48098	248-696-1729	248-696-1739	mike.nefkens@eds.com	Creditor Committee Member
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Internal Revenue Service	Attn: Insolvency Department	477 Michigan Ave	Mail Stop 15	Detroit	MI	48226	313-628-3648	313-628-3602		Michigan IRS
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United States Trustee	Alicia M. Leonard	33 Whitehall Street	21st Floor	New York	NY	10004-2112	212-510-0500	212-668-2255 does not take service via fax		United States Trustee
United States Trustee	Deirdre A. Martini	33 Whitehall Street	Suite 2100	New York	NY	10004	212-510-0500	212-668-2256	deirdre.martini@usdoj.gov	United States Trustee
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EXHIBIT B

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Electronic Data Systems Corp.	Michael Nefkens	5505 Corporate Drive MSIA		Troy	MI	48098	248-696-1729	248-696-1739	mike.nefkens@eds.com	Creditor Committee Member
Flextronics International	Terry Zale	6328 Monarch Park Place		Niwot	CO	80503	303-652-4853	303-652-4716	terryzale@flextronics.com	Counsel for Flextronics International
Freescale Semiconductor, Inc.	Richard Lee Chambers, III	6501 William Cannon Drive West	MD: OE16	Austin	TX	78735	512-895-6357	512-895-3090	trey.chambers@freescale.com	Creditor Committee Member
FTI Consulting, Inc.	Randall S. Eisenberg	3 Times Square	11th Floor	New York	NY	10036	212-247-1010	212-841-9350	randall.eisenberg@fticonsulting.com	Financial Advisors to Debtors
Groom Law Group	Lonie A. Hassel	1701 Pennsylvania Avenue, NW		Washington	DC	20006	202-857-0620	202-659-4503	lhassel@groom.com	Counsel for Employee Benefits
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EXHIBIT D

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
Debtors.	:	(Jointly Administered)
	:	
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APPLICATION FOR ORDER UNDER 11 U.S.C. §§ 327(e) AND 1107(b)
AND FED. R. BANKR. P. 2014 AUTHORIZING EMPLOYMENT
AND RETENTION OF DICKINSON WRIGHT PLLC
AS INTELLECTUAL PROPERTY COUNSEL TO DEBTORS

("DICKINSON WRIGHT RETENTION APPLICATION")

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates (the "Affiliate Debtors"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), hereby submit this application (the "Application") for an order under 11 U.S.C. §§ 327(e) and 1107(b) And Fed. R. Bankr. P. 2014 authorizing the employment and retention of Dickinson Wright PLLC ("DW") as intellectual property counsel and as litigation and corporate and commercial counsel to the Debtors, nunc pro tunc to January 13, 2006. In support of this Application, the Debtors submit the Affidavit of William H. Honaker, sworn to February 21, 2006 (the "Honaker Affidavit"). In further support of this Application, the Debtors respectfully represent as follows:

Background

A. The Chapter 11 Filings

1. On October 8, 2005 (the "Initial Filing Date"), Delphi and certain of its U.S. subsidiaries (the "Initial Filers") filed voluntary petitions in this Court for reorganization relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1130, as amended (the "Bankruptcy Code"). On October 14, 2005, three additional U.S. subsidiaries of Delphi (together with the Initial Filers, collectively, the "Debtors") also sought reorganization relief. The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(b) and 1108 of the Bankruptcy Code. This Court entered orders directing the joint administration of the Debtor's chapter 11 cases (Dockets Nos. 28 and 404).

2. On October 17, 2005, the Office of the United States Trustee appointed an official committee of unsecured creditors. No trustee or examiner has been appointed in the Debtors' cases.

3. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding under 28 U.S.C. § 157(b)(2).

4. The statutory predicates for the relief requested herein are sections 327(e) and 1107(b) of the Bankruptcy Code and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules").

B. Current Business Operations Of The Debtors

5. As of the Initial Filing Date, Delphi had global 2004 revenues of approximately \$28.6 billion, and global assets as of August 31, 2005 of approximately \$17.1

billion,¹ Delphi ranks as the fifth largest public company business reorganization in terms of revenues, and the thirteenth largest public company business reorganization in terms of assets. Delphi's non-U.S. subsidiaries are not chapter 11 debtors and continue their business operations without supervision from the Bankruptcy Court.

6. Delphi has become a leading global technology innovator with significant engineering resources and technical competencies in a variety of disciplines, and the Company (as defined below) is arguably the single largest global supplier of vehicle electronics, transportation components, integrated systems and modules, and other electronic technology. The Company's technologies and products are present in more than 75 million vehicles on the road worldwide. The Company supplies products to nearly every major global automotive original equipment manufacturer with 2004 sales to its former parent, General Motors Corporation, equaling approximately \$15.4 billion and sales to each of Ford Motor Company, DaimlerChrysler Corporation, Renault/Nissan Motor Company, Ltd., and Volkswagen Group exceeding \$850 million.

7. As part of its growth strategy, Delphi has established an expansive global presence with a network of manufacturing sites, technical centers, sales offices, and joint ventures located in every major region of the world. As of the Initial Filing Date, the Debtors employed approximately 180,000 employees. The Debtors' 50,600 U.S. employees work in approximately 44 manufacturing sites, 13 technical centers, and in Delphi's Troy, Michigan headquarters. Approximately 34,750 of these individuals are hourly employees as of the Initial Filing Date, 96% of these were represented by approximately 49 different international and local unions. Outside the United States, the Company's foreign entities employed more than 134,000

¹ The aggregated financial data used in this Application generally consists of consolidated information from Delphi and its worldwide subsidiaries and affiliates.

people on the Initial Filing Date, supporting 120 manufacturing sites and 20 technical centers in nearly 40 countries around the globe.

8. Delphi was incorporated in Delaware in 1998 as a wholly-owned subsidiary of GM. Prior to January 1, 1999, GM conducted the Company's business through various divisions and subsidiaries. Effective January 1, 1999, the assets and liabilities of these divisions and subsidiaries were transferred to Delphi and its subsidiaries and affiliates (collectively, the "Company") in accordance with the terms of a Master Separation Agreement between Delphi and GM. In connection with these transactions, Delphi accelerated its evolution from a North American-based, captive automotive supplier to a global supplier of components, integrated systems, and modules for a wide range of customers and applications. Although GM is still the Company's single largest customer, today more than half of Delphi's revenue is generated from non-GM sources.

9. Due to the significant planning that goes into each vehicle model, Delphi's efforts to generate new business do not immediately affect its financial results, because supplier selection in the auto industry is generally finalized several years prior to the start of production of the vehicle. When awarding new business, which is the foundation for the Company's forward revenue base, customers are increasingly concerned with the financial stability of their supply base. The Debtors believe that they will maximize stakeholder value and the Company's future prospects if they stabilize their businesses and continue to diversify their customer base. The Debtors also believe that this must be accomplished in advance of the expiration of certain benefit guarantees between GM and certain of Delphi's unions representing most of its U.S. hourly employees which coincides with the expiration of the Company's U.S. collective bargaining agreements in the fall of 2007.

C. Events Leading To The Chapter 11 Filing

10. In the first two years following Delphi's separation from GM, the Company generated approximately \$2 billion in net income. Every year thereafter, however, with the exception of 2002, the Company has suffered losses. In calendar year 2004, the Company reported a net operating loss of \$482 million on \$28.6 billion in net sales. Reflective of a downturn in the marketplace, Delphi's financial condition has deteriorated further in the first six months of 2005, with net operating losses of \$608 million for the first six months of calendar year 2005 on six-month net sales of \$13.9 billion, approximately \$1 billion less than the same time period a year earlier.²

11. The Debtors believe that the Company's financial performance has deteriorated because of: (a) increasingly unsustainable U.S. legacy liabilities and operational restrictions driven by collectively bargained agreements, including restrictions preventing the Debtors from exiting non-strategic, non-profitable operations, all of which have the effect of creating largely fixed labor costs, (b) a competitive U.S. vehicle production environment for domestic OEMs resulting in the reduced number of motor vehicles that GM produces annually in the United States and related pricing pressures, and (c) increasing commodity prices.

12. In light of these factors, the Company determined that it would be imprudent and irresponsible to defer addressing and resolving its U.S. legacy liabilities, product portfolio, operational issues, and forward looking revenue requirements. Because discussions with its Unions and GM were not progressing sufficiently, the Company commenced these

² Reported net losses in calendar year 2004 were \$4.8 billion, reflecting a \$4.1 billion tax charge, primarily related to the recording of a valuation allowance on the U.S. deferred tax assets as of December 31, 2004.

chapter 11 cases for its U.S. businesses to complete the Debtors' transformation plan and preserve value for its stakeholders.

13. Through the reorganization process, the Debtors intend to achieve competitiveness for Delphi's core U.S. operations by modifying or eliminating non-competitive legacy liabilities and burdensome restrictions under current labor agreements and realigning Delphi's global product portfolio and manufacturing footprint to preserve the Company's core businesses. This will require negotiation with key stakeholders over their respective contributions to the restructuring plan or, absent consensual participation, the utilization of the chapter 11 process to achieve the necessary cost savings and operational effectiveness. The Debtors believe that a substantial segment of Delphi's U.S. business operations must be divested, consolidated, or wound-down during these cases.

14. Upon the conclusion of the reorganization process, the Debtors expect to emerge as a stronger, more financially sound business with viable U.S. operations that are well-positioned to advance global enterprise objectives. In the meantime, Delphi will marshal all of its resources to continue to deliver value and high-quality products to its customers globally. Additionally, the Company will preserve and continue the strategic growth of its non-U.S. operations and maintain its prominence as the world's premier auto supplier.

Relief Requested

15. By this Application, the Debtors request entry of an order authorizing the Debtors to employ and retain DW as intellectual property counsel and as a litigation and corporate and commercial counsel pursuant to an ongoing professional relationship between the Debtors and DW.

Basis For Relief

16. The Debtors submit that DW's proposed retention meets all the prerequisites for retention of special counsel under section 327(e) of the Bankruptcy Code, which permits a debtor-in-possession, with court approval, to employ counsel that has represented the Debtors prior to the commencement of their chapter 11 cases, for a "specified special purpose" if such employment is in the best interest of the Debtors. DW is a proposed intellectual property counsel to the Debtors, but not the proposed bankruptcy counsel in these chapter 11 cases. Section 327(e) of the Bankruptcy Code does not require that DW and its attorneys be "disinterested persons" as defined in section 101(14) of the Bankruptcy Code. Rather, section 327(e) instead requires that DW not represent or hold any interest adverse to the estates or the Debtors with respect to the matters on which DW is to be employed. As discussed below, the employment of DW as special intellectual property counsel and a special corporate and commercial transactional counsel is in the best interests of the Debtors.

The Debtors' Employment Of DW
Is In The Best Interests Of The Estates

17. Prior to the commencement of these cases, DW represented the Debtors in certain litigation matters and provided legal services to the Debtors' in-house counsel with respect to certain corporate and commercial transactional matters. After the commencement of these chapter 11 cases, DW continued to provide corporate and commercial transactional legal services to the Debtors, and was authorized by this Court to do so pursuant to the Order Under 11 U.S.C. §§ 327, 330, And 331 Authorizing Retention Of Professionals Utilized By Debtors In Ordinary Course Of Business ("Ordinary Course Professionals Order," Docket no. 883). DW complied with the Ordinary Course Professionals Order and filed the Affidavit of James A. Plemmons in accordance with the Ordinary Course Professionals Order (docket no. 1461).

18. It is now proposed that DW will also serve as an intellectual property counsel to the Debtors during these chapter 11 cases. Certain attorneys previously affiliated with Howard & Howard Attorneys, P.C. (which has been appointed as an intellectual property counsel to the Debtors) recently joined DW and began providing intellectual property services to the Debtors on January 13, 2006. They have been primarily responsible for performing intellectual property work for the Debtors focusing on climate control systems, heat exchange systems, compressors, evaporators, heating and air conditioning systems, steering systems, chassis, brakes, half shafts and ball joints, fuel injectors, hydraulic steering pumps, electrical systems, and plasma spray systems prior to their joining DW, and are therefore familiar with the Debtors' businesses and operations. It is proposed that they will continue to perform this work for the Debtors at DW.³ In particular, they are especially attuned to the unique intellectual property issues in the aforementioned technical areas that arise in the Debtors' industry and that have faced the Debtors.

19. DW has an extensive intellectual property practice serving many clients in the automotive industry. Accordingly, the Debtors believe that DW is well qualified to serve as an intellectual property counsel in these chapter 11 cases in an efficient and effective manner.

20. The Debtors believe that the employment of DW will enhance and will not duplicate the employment of Skadden, Arps, Slate, Meagher, & Flom LLP ("Skadden"), the Debtors' general bankruptcy counsel, Shearman & Sterling LLP ("Shearman"), the Debtors' special counsel, Togut, Segal & Segal LLP ("Togut"), the Debtors' conflicts counsel, or the employment of any other professionals retained by the Debtors to perform specific tasks that are

³ Howard & Howard P.C., the firm the DW attorneys were previously affiliated with, continues to provide the Debtors intellectual property legal services focusing on heat exchanger technology, diesel fuel systems, and interior systems (including dashboards).

unrelated to the work to be performed by DW as intellectual property counsel and as a corporate and commercial transactional counsel to the Debtors. The Debtors understand that DW will work with the other professionals retained by the Debtors, as necessary, to avoid any such duplication.

Services To Be Rendered By DW

21. In addition to the services being rendered by the DW to the Debtors as specified in Affidavit of James A. Plemmons (docket no. 1461), the Debtors now wish to engage DW to provide services to the Debtors in connection with intellectual property and certain other matters. The Debtors anticipate that such services will include the following:

- (a) Patent Preparation: review of invention disclosures, preparation of patentability opinions, and preparation and filing of patent applications with U. S. Patent and Trademark Office, focusing on, among others, the following areas of technical expertise: climate control systems, heat exchange systems, compressors, evaporators, heating and air conditioning systems, steering systems, chassis, brakes, half shafts and ball joints, fuel injectors, hydraulic steering pumps, electrical systems, and plasma spray systems.
- (b) Patent Preparation: Review of correspondence from U.S. Patent and Trademark Office and preparation of amendments to patent applications to secure the patent, focusing on the above areas of technical expertise.
- (c) Non-Infringement & Clearance Opinions: Review of potential products and inventions, conduct searches for relevant patents and publications, review and analyze uncovered patents and publications, and preparation of opinions, focusing on the above areas of technical expertise.
- (d) Miscellaneous intellectual property advice and counsel related to copyrights, trademarks and know-how and contractual matters involving intellectual property, focusing on the above areas of technical expertise.
- (e) If requested to do so by the Debtors, DW would also assist the Debtors with discrete ordinary course litigation and corporate and commercial transactional matters.

22. DW has indicated its desire and willingness to represent the Debtors as set forth herein and to render the necessary professional services in the above capacities to the Debtors.

23. The Debtors may request that DW undertake specific matters beyond the scope of the responsibilities set forth above. Should DW agree in its discretion to undertake any such matter, the Debtors shall seek further order of this Court.

Disinterestedness Of Professionals

24. The Honaker Affidavit filed in support of this Application contains information available to date on DW's connections with other parties-in-interest, as required by Bankruptcy Rule 2014(a). To the best of the Debtors' knowledge, and based on the information in the Honaker Affidavit, DW, its members, and associates do not hold or represent any interest adverse to the Debtors, their creditors, any other party-in-interest in these chapter 11 cases, their respective attorneys and investment advisors, the U.S. Trustee, or any person employed therein, with respect to the matters on which DW is to be employed.

25. DW has disclosed to the Debtors that DW has in the past represented, currently represents, and will likely in the future represent certain of the Debtors' creditors and other parties-in-interest in matters unrelated to the Debtors' chapter 11 cases. DW does not believe that the foregoing raises any actual or potential conflict of interest of DW relating to the representation of the Debtors as intellectual property counsel in these chapter 11 cases, but such relationships are disclosed out of an abundance of caution. The Debtors understand that, in order to vitiate any actual or potential conflicts of interest, DW will not assist the Debtors in connection with their analysis, negotiations, and litigation, if any, with parties with whom DW has existing client relationships, and that Skadden (or other counsel if Skadden has a conflict), instead, will handle these tasks.

Professional Compensation

26. DW intends to apply to this Court for compensation and reimbursement of expenses in accordance with section 330(a) of the Bankruptcy Code, the Bankruptcy Rules, applicable guidelines established by the U.S. Trustee, and orders of this Court. DW acknowledges that all compensation will be subject to this Court's review and approval after notice and a hearing.

27. In the 90 day period prior to the Petition Date, the Debtors have made payments to DW aggregating approximately \$126,708.

28. Under the applicable provisions of the Bankruptcy Code, and subject to the approval of this Court, the Debtors propose to pay DW as set forth in the Honaker Affidavit.

29. No arrangement is proposed between the Debtors and DW for compensation to be paid in these chapter 11 cases other than as set forth above and in the Honaker Affidavit.

30. At the Debtors' request, DW has begun to assist the Debtors in connection with their intellectual property issues since January 13, 2006, and hence the Debtors request that DW's retention be effective nunc pro tunc to January 13, 2006.

Conclusion

31. For the foregoing reasons, the Debtors submit that the employment of DW as the Debtors' special intellectual property counsel on the terms set forth herein is in the best interests of the estates.

Notice

32. Notice of this Application has been provided in accordance with the Order Under 11 U.S.C. § § 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing (I) Omnibus Hearing Dates, (II) Certain Notice, Case Management, And Administrative Procedures, And (III) Scheduling An Initial Case Conference In Accordance With Local Bankr. R. 1007-2(e) entered by this Court on October 14, 2005 (Docket No. 245). In light of the nature of the relief requested, the Debtors submit that no other or further notice is necessary.

Memorandum Of Law

33. Because the legal points and authorities upon which this Application relies are incorporated herein, the Debtors respectfully request that the requirement of the service and filing of a separate memorandum of law under Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York be deemed satisfied.

WHEREFORE, the Debtors respectfully request that this Court enter an order (a) authorizing the Debtors to employ and retain DW as intellectual property counsel to perform the services set forth herein and (b) granting the Debtors such other and further relief as is just.

Dated: New York, New York
February 21, 2006

DELPHI CORPORATION, on behalf of itself and
certain of its subsidiaries and affiliates, as Debtors
and Debtors-in-possession

By: /s/ David M. Sherbin
Name: David M. Sherbin

Title: Vice President, General Counsel,
and Chief Compliance Officer

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
Debtors.	:	(Jointly Administered)
	:	
-----	x	

AFFIDAVIT OF WILLIAM H. HONAKER IN SUPPORT OF
APPLICATION FOR ORDER UNDER 11 U.S.C. §§ 327(e) AND
1107(b) AND FED. R. BANKR. P. 2014 AUTHORIZING EMPLOYMENT AND
RETENTION OF DICKINSON WRIGHT PLLC AS INTELLECTUAL
PROPERTY COUNSEL TO DEBTORS

STATE OF MICHIGAN
COUNTY OF OAKLAND

WILLIAM H. HONAKER, being duly sworn, deposes and states as follows:

1. I am an attorney admitted to practice before the courts of the State of Michigan and the United States Patent and Trademark Office. I am a member of the firm of Dickinson Wright PLLC ("DW"). Prior to the commencement of these cases, DW represented the Debtors in certain litigation matters and provided legal services to the Debtors' in-house counsel with respect to certain corporate and commercial transactional matters. After the commencement of these chapter 11 cases, DW continued to provide corporate and commercial transactional legal services to the Debtors, and was authorized by this Court to do so pursuant to the Order Under 11 U.S.C. §§ 327, 330, And 331 Authorizing Retention Of Professionals Utilized By Debtors In Ordinary Course Of Business ("Ordinary Course Professionals Order," Docket no. 883). DW complied with the Ordinary Course Professionals Order and filed the Affidavit of James A. Plemmons in accordance with the Ordinary Course Professionals Order

(docket no. 1461) The Debtors now wish to retain DW to perform additional services as intellectual property counsel.

2. I submit this affidavit (the "Affidavit")¹ in support of the Application For Order Under 11 U.S.C. § 327(e) and 1107(b) and Fed. R. Bankr. P. 2014 Authorizing Employment And Retention Of Dickinson Wright PLLC As Intellectual Property Counsel To Debtors (the "Application"), nunc pro tunc to January 13, 2006, filed concurrently herewith.

3. DW's contact information is as follows:
38525 Woodward Ave., Suite 2000
Bloomfield Hills, Michigan 48304
Telephone: 248.433.7200
Facsimile: 248.433.7274

4. DW is well qualified to assist the Debtors in the manner described in the Application. DW has an extensive intellectual property practice serving many clients in the automotive industry. Thus, DW is especially attuned to the unique intellectual property issues that arise in the Debtors' industry. Accordingly, the Debtors believe that DW is well qualified to serve as intellectual property counsel in these chapter 11 cases in an efficient and effective manner. In addition DW represented the Debtors before the commencement of these chapter 11 cases in various litigation and corporate and commercial transactional matters and has represented the Debtors since the filing of these chapter 11 cases in certain corporate and commercial transactional matters.

5. It is now proposed that DW will also serve as an intellectual property counsel to the Debtors during these chapter 11 cases. Certain attorneys and legal assistants previously affiliated with Howard & Howard Attorneys, P.C. (which has been appointed as an intellectual property counsel to the Debtors pursuant to Order Under 11 U.S.C. §§ 327(e) And

¹ Unless otherwise defined herein, all capitalized terms shall have the meanings ascribed to them in the Application.

1107(b) And Fed. R. Bankr. P. 2014 Authorizing Employment And Retention Of Howard & Howard Attorneys, P.C. As Intellectual Property Counsel To Debtors, docket no. 1706) recently joined DW and began providing intellectual property services to the Debtors on January 13, 2006. The DW attorneys and legal assistants have been primarily responsible for performing intellectual property work for the Debtors focusing on climate control systems, heat exchange systems, compressors, evaporators, heating and air conditioning systems, steering systems, chassis, brakes, half shafts and ball joints, fuel injectors, hydraulic steering pumps, electrical systems, and plasma spray systems prior to their joining DW, and are therefore familiar with the Debtors' businesses and operations. It is proposed that they will continue to perform this work for the Debtors at DW.² In particular, they are especially attuned to the unique intellectual property issues in the aforementioned technical areas that arise in the Debtors' industry and that have faced the Debtors.

6. Generally, in connection with the Debtors' cases, DW will provide to the Debtors during these chapter 11 cases the following types of professional services:

- (a) Patent Preparation: review of invention disclosures, preparation of patentability opinions, and preparation and filing of patent applications with U. S. Patent and Trademark Office, focusing on, among others, the following areas of technical expertise: climate control systems, heat exchange systems, compressors, evaporators, heating and air conditioning systems, steering systems, chassis, brakes, half shafts and ball joints, fuel injectors, hydraulic steering pumps, electrical systems, and plasma spray systems.
- (b) Patent Preparation: Review of correspondence from U.S. Patent and Trademark Office and preparation of amendments to patent applications to secure the patent, focusing on the above areas of technical expertise.
- (c) Non-Infringement & Clearance Opinions: Review of potential products and inventions, conduct searches for relevant patents and publications,

² Howard & Howard P.C., the firm the DW attorneys were previously affiliated with, continues to provide the Debtors intellectual property legal services focusing on heat exchanger technology, diesel fuel systems, and interior systems (including dashboards)

review and analyze uncovered patents and publications, and preparation of opinions, focusing on the above areas of technical expertise.

- (d) Miscellaneous intellectual property advice and counsel related to copyrights, trademarks and know-how and contractual matters involving intellectual property, focusing on the above areas of technical expertise.
- (e) If requested to do so by the Debtors, DW would also assist the Debtors with discrete ordinary course litigation and corporate and commercial transactional matters.

7. DW will not be responsible for or undertake any representation with respect to advising any of the Debtors with respect to any matter relating to any of DW's existing or future clients. These existing client relationships, and the scope of the carve-out from DW's retention, are discussed more fully below.

8. In the event that the Debtors request that DW undertake specific matters beyond the limited scope of the responsibilities set forth above, and DW agrees to do so, DW understands that the Debtors would need to seek further order of this Court.

9. DW will make efforts to ensure that there is no duplication of effort or work between the Debtors' other law firms and DW. It is DW's intention that the Debtors should receive the best value possible from the efficient coordination of work among its counsel.

10. In the 90 day period prior to the Petition Date, the Debtors have paid to DW approximately \$126,708 in fees and expenses. There are no arrangements between DW and any other entity to share compensation received or to be received in connection with these chapter 11 cases.

11. DW has agreed to accept compensation for the services rendered in connection with its representation of the Debtors at DW's standard hourly rates and reimbursement for expenses according to DW's reimbursement policies, subject to approval of the Bankruptcy Court. A list of standard hourly rates for those attorneys and non-attorney

personnel who are expected to be rendering services to the Debtors during these chapter 11 cases and DW's reimbursement policies are attached hereto as Exhibit A. The hourly rates are subject to annual adjustment in accordance with DW's standard policies. The last annual hourly rate adjustment for all DW attorneys and non-attorney personnel was as of January 1, 2006. Should any other attorneys or non-attorneys perform services on matters covered by the Application, their services will be billed at their standard DW rates.

12. DW acknowledges that all amounts paid to DW during these chapter 11 cases are subject to final allowance by this Court. In the event that any fees or expenses paid to DW during these cases are disallowed by this Court, the fees and expenses will be disgorged by DW and returned to the Debtors or as otherwise ordered by this Court.

13. DW categorizes its billings by subject matter, in compliance with the applicable guidelines of the Office of the United States Trustee (the "U.S. Trustee Guidelines"). DW acknowledges its compensation in the Debtors' cases is subject to approval of this Court in accordance with section 330 of the Bankruptcy Code, Bankruptcy Rule 2016, and the U.S. Trustee Guidelines.

14. DW has conducted a check for conflicts of interest and other conflicts and connections with respect to the Debtors' bankruptcy cases. DW maintains a database (the "DW Database") containing the names of current and former clients and other principal parties related to such clients. DW has reviewed the DW Database to determine whether DW has any connection with the principal parties-in-interest in these chapter 11 cases, using information provided to DW by the Debtors, including (a) the names of the Debtors' prepetition lenders, (b) the names of significant creditors of the Debtors, (c) the names of firms that the Debtors intend to or may employ during their chapter 11 cases, and (d) the names of other interested parties

(collectively and in all combinations, "Interested Parties"). The names of the Interested Parties are set forth on Exhibit B hereto.

15. Based upon this review, I have determined that DW has in the past represented, currently represents, and will likely in the future represent certain of the Debtors' creditors and other parties-in-interest, but only in matters unrelated to the Debtors or these chapter 11 cases. Attached hereto as Exhibit C is a list of those Interested Parties who, or whose affiliates, have been in the past or are currently being represented by DW. I do not believe that the relationship of DW to any of the Interested Parties listed on Exhibit C raises any actual or potential conflicts of interest of DW relating to the representation of the Debtors as intellectual property, litigation, and corporate and commercial transactional counsel in these chapter 11 cases, but such relationships are disclosed out of an abundance of caution.

16. It is my intention that if DW becomes aware of any other connections of which it presently is unaware, DW will bring them to the attention of this Court and the U.S. Trustee.

By: /s/ William H. Honaker
William H. Honaker

Sworn to before me
this 21st day of February, 2006

/s/ Donna J. Pappert
Notary Public

EXHIBIT A

**DICKINSON WRIGHT ATTORNEYS WHO WORK OR
MAY WORK ON DELPHI MATTERS**

<u>ATTORNEYS</u>	<u>HOURLY RATE</u>
Anderson, Edmund P.	\$325.00
Bergsman, Marc A.	\$330.00
Cho, Christine Y.	\$185.00
* Honaker, William H.	\$375.00
Jones, Richard A.	\$350.00
Littlepage, Samuel D.	\$395.00
Maeso, Christopher C.	\$275.00
Marks, Lisa E.	\$300.00
* Meiers Jr., Raymond C.	\$
Meyer, Nicole M.	\$255.00
* Milton Jr., Harold W.	\$
Molinoff, Jeffrey S.	\$200.00
Naber, John M.	\$305.00
Phillips, Craig A.	\$240.00
Schaldenbrand, Michael A.	\$295.00
* Shackelford, Jon E.	\$
* Shoemaker, Randall L.	\$275.00
* Stearns, Robert L.	\$335.00
Thelen, Bruce C.	\$385.00

<u>LEGAL ASSISTANTS</u>	<u>HOURLY RATE</u>
Campbell, Eggerton A.	\$160.00
Marasco, Jacqueline	\$90.00
Large, Dawn	\$90.00

* Formerly with Howard & Howard Attorneys P.C.

EXHIBIT A (Cont'd)

**DICKINSON WRIGHT PLLC
EXPENSE REIMBURSEMENT ON
DELPHI MATTERS**

Description	Charge*
1. Photocopy Charges (per page)	\$.10 each
2. Facsimile Charges (per page)	\$.50 each
3. Copies – Pitney Bowes	
4. Long Distance Telephone Charges	
5. USPTO Government Filing Fees	
6. Delivery Fees (Courier)	
7. Great Lakes Patent & Trademark Depository Searches	
8. USPTO International Search Charges	
9. Search Fees	
10. Patent Draftsman Charges (informal and formal)	
11. Cell Phone Charges (William Honaker)	
12. Dialog Computer Search & ordering US Patents	
13. Derwent Patent Search for Delphi Infringement	
14. United Parcel Services Charges	
15. Express Mail Charges	
16. Federal Express Charges	
17. International Federal Express Charges	
18. On-Line Research – Westlaw	
19. Mileage Expense	
20. Travel Expense – Parking and Admission	
21. Travel Expense – Hotel	
22. Travel Expense – Meal	
23. Travel Expense – Airfare	
24. Travel Expense – Car Rental	
25. Meal Expense	
26. Disbursement in obtaining Patent Copies – OptiPat	
27. Disbursements in obtaining file history	
28. Filing Fees – Information Disclosure Statement	
29. Disbursements to Foreign Associates	

*Dickinson Wright out-of-pocket costs unless otherwise indicated

EXHIBIT B

**DICKINSON WRIGHT DATABASE SEARCH
OF THE FOLLOWING DELPHI INTERESTED PARTIES**

- | | |
|---|--|
| <p>(A) AFFILIATES AND NON-DEBTOR
SUBSIDIARIES</p> <p>CEI Co., Ltd.
Daewoo Motor Co., Ltd.
Delphi Interior Systems de Mexico, S.A. de C.V.
Delphi Lockheed Automotive Pension Trustees
Limited
Delphi Technologies, Inc.</p> | <p>Wells Capital Management-12831400
Wells Capital Management-13702900
Wells Capital Management-13823100
Wells Capital Management-13923602
Wells Capital Management-14945000
Wells Capital Management-16017000
Wells Capital Management-16463700
Wells Capital Management-16896700
Wells Capital Management-16959700
Wells Capital Management-17299500</p> |
| <p>(B) FORMER OFFICERS AND DIRECTORS
(FOR THE PAST THREE YEARS)</p> <p>Brown, Richard
Burgner, David Allen
Niekamp, Cynthia A.</p> | <p>(D) INSURERS</p> <p>ACE USA
AIU Inc.
Allianz
American Home Assurance Co. (AIMA)
American International Insurance
American International Specialty Lines Insurance
Company
ANR Pipeline Company
Aon
Arch
AXIS
Bermuda Markets
Cananwill, Inc.
Chubb Custom Insurance
Chubb Specialty Insurance
CNA Financial Insurance
CNA Insurance Companies
Federal Ins. Co. (Chubb)
General Star Indemnity Company
Great American
Hannover Re
Hartford
HDI
IRI
Lexington
Lexington Insurance Company (AIG American
International Companies)
Liberty Mutual
Lloyds of London
Marsh USA, Inc. (Broker)
National Union Fire Ins. Co. (AIG)
National Union Fire Insurance Company of Pitts.,
PA (AIG American International Companies)
St. Paul Fire & Marine Insurance Company
St. Paul Surplus Lines Ins. Co.
Steadfast Insurance Company (Zurich)
U.S. Specialty Insurance Company</p> |
| <p>(C) ALL LENDERS (INCLUDING CURRENT
AND FORMER AGENTS UNDER CREDIT
FACILITIES AND THEIR COUNSEL AND
FINANCIAL ADVISORS)</p> <p>Ableco Finance LLC
Bank of America, N.A.
Bank of New York
Citibank N.A.
Comerica Bank Michigan
Employers Insurance of Wausau
Fifth Third Bank, Eastern Michigan
General Electric Capital Corporation
Goldman Sachs Credit Partners L.P.
HSBC Bank USA, National Association
KeyBank National Association
Liberty Mutual Ins Company
Morgan Stanley Senior Funding, Inc.
National City Bank
Park Avenue Loan Trust
Principal Life Insurance Company
Redwood Master Fund, Ltd.
Riviera Funding LLC
Robson Trust
Rockwall CDO Ltd.
Saturn Trust
SEI Institutional Managed TST
Seneca Capital, L.P.
Sierra CLO I Ltd.
Sumitomo Mitsui Banking Corporation
SunTrust Bank Atlanta
UBS Loan Finance LLC
Wachovia Bank National Association</p> | |

XL U.S.
Zurich American Insurance Company

(E) PROFESSIONALS (ATTORNEYS, ACCOUNTANTS, INVESTMENT BANKERS, CONSULTANTS FOR THE PAST THREE YEARS) [Excluding those Professionals that Charge less than \$100,000.00 in Annual Fees]

ASI (American Supplier Institute)
ASI Consulting Group LLC
ASI LLC
ASI, Shainin (ICIM)
Asset Management Resources
AT Kearney
AVL North America Inc
Baker & Daniels
Baker & McKenzie LLP
Bliss McGlynn P.C.
Butzel, Long
Carquest
Clark Consulting
Clark Hill P.L.C.
David Cunningham
Deloitte Touche Tohmatsu
Dickinson Wright P.L.L.C. (Detroit, MI)
Dykema Gossett P.L.L.C.
E&Y
EDS
Electricore Inc
ENSR Corporation
Equis Corporation
Ernst & Young
FedEx Trade Networks Transport and Brokerage, Inc.
Fleishman Hillard Japan, Inc.
Foley & Lardner LLP
Hill & Knowlton
Honigman Miller Schwartz and Cohn
Howard & Howard Attorneys, P.C.
Hunton & Williams LLP
Interim Healthcare Inc.
Paul Hastings Janofsky & Walker LLP
PriceWaterhouseCoopers LLP
Russell Reynolds
Sandler & Travis Trade Advisory Services, Inc
Suri & Company
UBS
Young & Rubicam, Inc.
Yuasa & Hara

(F) PARTIES TO LITIGATION AND THEIR COUNSEL (FOR CLAIMS OF AT LEAST \$500,000)

A&O Mold & Engineering, Inc.
Adams, Thomas E.
Allstate Insurance
Brady, Larry
Campbell, Robert R.
Casper & Casper
Citibank Texas, National Association
Covington & Burling
Daewoo International
DaimlerChrysler Corporation
Dana Corp Global Production WHS
Dana Corp Sealing Division
Dynamic Sciences International
Eftec North America, LLC
Epsilon
First Technology
Fitch, Even, Tabin & Flannery
Ford Motor Company
General Motors Daewoo Auto and Technology
GM Daewoo
GM DAT
GM Epsilon
GM Europe Opel
GM & International
Honeywell ACS Sensing & Control
International Truck
Invensys
Irvine
Jenner & Block
Key Plastics
Kirsch, Paul C.
Kowalski, Richard
Locke Liddell & Sapp, LLP
Miro, Weiner & Kramer
NGK
Novak, Barbara Griffin
Parmenter O'Toole
Phelps, John W.
Russell, Thomas
Sanko
Tenneco Automotive
Textron (Kautex)
Timken (Brazil)
Waste Management, Inc.

(G) TOP 50 CREDITORS

3M Co
Abc Group Inc
Akebono Brake Industry Co Ltd
Alcoa Inc
Alps Automotive Inc.
American Axle & Mfg Holdings Inc
Bosch Braking Systems Corp
Bosch, Robert Stiftung GmbH
Buena Vista Township, Michigan

City of Flint, Michigan
Clarion Co Ltd
Dana Corp
Delta
Dura Automotive Systems Inc
General Electric Co Inc
Hitachi Ltd
Illinois Tool Works Inc
Intermet Corp
Johnson Electric Holdings Ltd
NEC Corp
Norsk Hydro ASA
State of Michigan
State of Ohio
Texas Instruments Inc
Textron Inc
Worthington Industries Inc

**(H) HOLDERS OF 5% OR MORE OF ANY
OUTSTANDING EQUITY SECURITY OF
THE COMPANY**

Capital Group International, Inc.

**(I) RECORD NOTEHOLDERS HOLDING 5%
OR MORE OF ANY OUTSTANDING
ISSUANCE OF NOTES OF THE COMPANY**

Citigroup
Goldman Sachs
Lehman Brothers
SSB

(J) INDENTURE TRUSTEES

Bank One Trust Company N.A.
J.P. Morgan Trust Company, N.A.

**(K) UNDERWRITERS OF SECURITIES ISSUED
BY THE COMPANY DURING THE PAST
THREE YEARS**

A.G. Edwards & Sons, Inc.
Citigroup Global Markets Inc.
Comerica Securities, Inc.
HSBC Securities (USA) Inc.
J.P. Morgan Securities Inc.
McDonald Investments Inc., a KeyCorp Company
Merrill Lynch, Pierce, Fenner & Smith
Incorporated
Morgan Stanley & Co. Incorporated
Oppenheimer & Co. Inc.
UBS Securities LLC
Utendahl Capital Partners, L.P.
Wachovia Capital Markets, LLC

(L) COUNTERPARTIES TO MAJOR LEASES

Crown Enterprises, Inc.
Ford Motor Land Development Corporation
General Motors Corporation
LaSalle National Bank, as Trustee under Trust
No. 115897
Liberty Property Limited Partnership
Pac Rim
QEK Global Solutions
Realty Investment II
Sealy RG Valley Buildings, L.P.
Visteon Corporation

**(M) COUNTERPARTIES TO MAJOR
CONTRACTS (OVER \$100,000)**

Alltel
AT&T Solutions, Inc.
ATT Wireless
Blue Cross Blue Shield
Bridgestone T.G. Australia Pty. Ltd
CIGNA Behavioral Health
CIGNA Healthcare
Cinergy PSI IN
Compuware
Consumers Energy MI (Detroit)
Consumers Power MI
Consumers Power Company
Delphi Aftermarket France
Delphi Auto Brazil – E&C
Delphi Auto Systems Australia
Delphi Auto Systems Brazil – Harrison
Delphi Auto Systems India Private Limited
(DASPL)
Delphi Automotive Systems
Delphi Automotive Systems Espana (Logrono)
Delphi Automotive Systems Espana Cadiz
Delphi Automotive Systems France
Delphi Automotive Systems Italia Sri (Diavia)
Delphi Automotive Systems Lockheed UK
(Aftermarket)
Delphi Automotive Systems Netherlands
(Aftermarket)
Delphi Automotive Systems Poland Sp. Z.o.o.
Delphi Automotive Systems Portugal (Ponte de
Sor)
Delphi Automotive Systems Spain
Delphi Automotive Systems Sungwoo
Delphi Delco Electronics Suzhou
Delphi Delco Liverpool
Delphi Diesel Systems England
Delphi Diesel Systems Ltd England
Delphi Diesel Systems Spain
Delphi Diesel Systems Turkey

Delphi Diesel Systems UK
 Delphi Diesel Systems, S. L. Spain
 Delphi Harrison Calsonic (France)
 Delphi Lockheed Automotiove France
 (Aftermarket)
 Delphi Packard Balcheng, Limited
 Delphi Packard Electric Co Ltd (Shanghai)
 Delphi Packard Electric Malaysia Sdn Bhd
 Delphi Packard Espana
 Delphi Saginaw Lingyun Brillance and Palio
 Delphi Saginaw Lingyun Jinbel
 Delphi Sistemas de Energia (Portugal)
 Delphi TVS Diesel Systems Ltd India (Lucas)
 Delphi-TVS Diesel Systems Ltd (India)
 DOD
 DOD TACOM
 DTE Energy MI
 East Penn Manufacturing Company
 Falcon Asset Securitization Corporation
 Firma Carl Freudenberg KG
 Fitel USA Corp. (assigned by Lucent)
 Flint (City of) MI
 General Motors Investment Management
 Corporation
 HTC
 Intel Corporation
 Jupiter Securitization Corporation
 Lear Corporation
 MCI Worldcom Communications, Inc.
 New York Power Authority
 Raytheon Company
 Saginaw (City of) Wir & Swr MI
 State Street Bank and Trust Company
 The Regents of the University of Michigan
 TI Group
 Time Warner
 Toyota Motor Company
 Toyota Motor Corporation
 Troy (City of) MI
 UBE Machinery Sales
 Verizon
 Verizon Wireless
 Verizon Wireless
 Wayne State University
 Wisconsin Electric Power Co WI

(N) SECURED FINANCIAL CREDITORS

See (C) above.

**(O) LIENHOLDERS AND OTHER
SIGNIFICANT LENDERS**

Bank One Michigan
 Bank One, NA
 Delphi Automotive Systems Corporation

Fifth Third Bank (Western Michigan)
 LaSalle Bank National Association
 LaSalle National Leasing Corporation
 Motion Industries Inc.
 Motorola, Inc.
 Omega Tool Corporation
 The Huntington National Bank
 Toyota Motor Credit Corporation
 Wells Fargo Bank Northwest, Trustee

(P) MAJOR CUSTOMERS

Best Buy Co. Inc.
 Caterpillar
 Honda
 Isuzu Group
 Johnson Controls
 Kautex
 Mitsubishi
 Navistar International
 Nissan
 Paccar
 Rover
 Saab Automobile AB
 Saab Automobile Parts
 Standard Motor Products Inc
 Toyota
 Visteon

(Q) MAJOR SUPPLIERS

Aluminum Co of America
 Analog Devices GmbH
 Analog Devices Inc
 Asahi Glass Co
 Autoliv ASP Inc
 BBK Ltd
 Benteler Automotive
 Bosch Automotive Systems Corp
 Caterpillar Engine Systems
 Centra Inc
 Deloitte & Touche
 DTE Coal Services
 E I Dupont de Nemours & Co Inc
 Engelhard Corporation
 Epcos AG
 Essex Group Inc
 Federal Mogul Corp
 General Electric Capital
 GKN PLC
 GM – AC Delco
 GM Daewoo Auto & Technology Co
 Handy & Harman
 Hewlett-Packard Co.-Roseville
 Hewlett-Packard Company
 Hewlett-Packard GmbH

Hewlett-Packard Singapore
Hewlett-Packard/San Jose
Hitachi Automotive
Hitachi Chemical Asia Pacific
International Truck & Engine
JCI
John Deere
Johnson Matthey Plc
KPMG LLP
Michael Baker, Inc.
Microchip Technology Inc
Microsoft Services
Mitsubishi Electric
Motorola Automotive
MSX International Inc
Nabco Inc
Norandal USA INC
Olin Corp
Panasonic Automotive
Parker Hannifin Corp
Rohm Co Ltd
Schulte & Co Gmbh
Shanghai Ming Fang Autoparts Co Ltd
Siemens Automotive Ltd
SPX Corp
Sunrise Medical HHG, Inc.
Sunrise Medical Ltd
UBS AG
USA Technologies, Inc.
Valeo SA
Vallourec
Viasystems Canada Inc
Visteon Automotive Systems
Yazaki Corp

**(R) LETTER OF CREDIT ISSUERS AND
BENEFICIARIES**

C.N.A.
Reliance Insurance Company
Safeco Insurance

**(S) STATE AND OTHER GOVERNMENTAL
AUTHORITIES WITH AN INTEREST IN
THE COMPANY**

Internal Revenue Service
Pension Benefit Guaranty Corporation (PBGC)
U.S. Environmental Protection Agency

**(T) UNIONS REPRESENTING COMPANY
EMPLOYEES**

**(X) OTHER MISCELLANEOUS INTERESTED
PARTIES**

EXHIBIT C

DICKINSON WRIGHT PLLC

**CURRENT AND FORMER CLIENTS OF
DICKINSON WRIGHT PLLC THAT ARE
DELPHI INTERESTED PARTIES OR
AFFILIATES OF THEM**

**ALL LENDERS (INCLUDING CURRENT
AND FORMER AGENTS UNDER CREDIT
FACILITIES AND THEIR COUNSEL AND
FINANCIAL ADVISORS**

Bank of America, N.A.
Bank of New York
Citibank N.A.
Fifth Third Bank, Eastern Michigan
General Electric Capital Corporation
HSBC Bank USA, National Association
KeyBank National Association
Liberty Mutual Ins Company
National City Bank
Sumitomo Mitsui Banking Corporation
UBS Loan Finance LLC
Wachovia Bank National Association

**PROFESSIONALS (ATTORNEYS,
ACCOUNTANTS, INVESTMENT
BANKERS, CONSULTANTS FOR THE
PAST THREE YEARS) (Excluding those
Professionals that Charge less than
\$100,000 in Annual Fees)**

Baker & Daniels
Baker & McKenzie LLP
Butzel, Long
Deloitte Touche Tohmatsu
Dykema Gossett P.L.L.C.
Honigman Miller Schwartz & Cohn
Howard & Howard Attorneys, P.C.
Hunton & Williams LLP
Paul Hastings Janofsky & Walker LLP
PriceWaterhouseCoopers LLP
UBS
Young & Rubicam, Inc.

INSURERS

American Home Assurance Co (AIMA)
American International Insurance
American International Specialty Lines
Insurance Company
Aon
Chubb Custom Insurance
Chubb Specialty Insurance
CNA Financial Insurance
CNA Insurance Companies
Federal Ins. Co. (Chubb)
Great American
Hartford
Lexington Insurance Company (AIG)
American International Companies
Liberty Mutual
Lloyds of London
National Union Fire Ins. Co.(AIG)
National Union Fire Insurance Company of Pitts.,
PA (AIG American International Companies
St. Paul Fire & Marine Insurance Company
St. Paul Surplus Lines Ins. Co.
Zurich American Insurance Company

**PARTIES TO LITIGATION AND THEIR
COUNSEL (For claims of at least \$500,000)**

Citibank Texas, National Association
DaimlerChrysler Corporation
Dana Corp Global Production WHS
Dana Corp Sealing Division
Ford Motor Company
General Motors Daewoo Auto and Technology
GM Daewoo
GM DAT
GM Epsilon
GM Europe Opel
GM & International

TOP 50 CREDITORS

Akebono Brake Industry Co. Ltd
Alcoa Inc
American Axle & Mfg Holdings Inc
City of Flint, MI
Delta
Dura Automotive Systems, Inc
General Electric Co Inc
Intermet Corp
State of Michigan
Texas Instrument Inc
Textron Inc

**RECORD NOTEHOLDERS HOLDING 5%
OR MORE OF ANY OUTSTANDING
ISSUANCE OF NOTES OF THE COMPANY**

Citigroup
Goldman Sachs

INDENTURE TRUSTEES

Bank One Trust Company N.A.
J.P. Morgan Trust Company, N.A.

**LIENHOLDERS AND OTHER
SIGNIFICANT LENDERS**

Bank One, Michigan
Bank One, NA
Fifth Third Bank (Western Michigan)
LaSalle Bank National Association
LaSalle National Leasing Corporation
Motorola, Inc.
The Huntington National Bank
Wells Fargo Bank Northwest, Trustee

**LETTER OF CREDIT ISSUERS AND
BENEFICIARIES**

C.N.A.
Reliance Insurance Company

Jenner & Block

**UNDERWRITERS OF SECURITIES ISSUED
BY THE COMPANY DURING THE PAST
THREE YEARS**

Citigroup Global Markets Inc
Comerica Securities, Inc.
HSBC Securities (USA) Inc
J.P. Morgan Securities Inc
McDonald Investments Inc., a KeyCorp Company
UBS Securities LLC
Wachovia Capital Markets, LLC

COUNTERPARTIES TO MAJOR LEASES

Ford Motor Land Development Corporation
General Motors Corporation
LaSalle National Bank, as Trustee under Trust No.
115897
Liberty Property Limited Partnership
Visteon Corporation

**COUNTERPARTIES TO MAJOR
CONTRACTS (Over \$100,000)**

AT&T Solutions, Inc.
ATT Wireless
Blue Cross Blue Shield
Compuware
DTE Energy MI
Flint (City of) MI
General Motors Investment Management
Corporation
The Regents of the University of Michigan
Time Warner

MAJOR CUSTOMERS

Caterpillar
Johnson Controls
Navistar International
Saab Automobile AB
Saab Automobile Parts
Visteon

MAJOR SUPPLIERS

Asahi Glass Co.
BBK Ltd
Caterpillar Engine Systems
Centra Inc
Deloitte & Touche
DTE Coal Services
E I Dupont de Nemours & Co Inc
Engelhard Corporation
Federal Mogul Corp
General Electric Capital
GKN PLC
GM – AC Delco
GM Daewoo Auto & Technology Co.
John Deere
KPMG LLP
Microsoft Services
Mitsubishi Electric
Motorola Automotive
Siemens Automotive Ltd
SPX Corp
Valeo SA
Visteon Automotive Systems
Yazaki Corp

DETROIT 99999-0 916478v1

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
Debtors.	:	(Jointly Administered)
	:	
-----	x	

ORDER UNDER 11 U.S.C. § 327(e) AND 1107(b) AND FED. R. BANKR. P. 2014
AUTHORIZING EMPLOYMENT AND RETENTION OF DICKINSON WRIGHT PLLC
AS INTELLECTUAL PROPERTY COUNSEL TO DEBTORS

("DICKINSON WRIGHT RETENTION ORDER")

Upon the application, dated February 21, 2006 (the "Application"), of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order (the "Order"), pursuant to 11 U.S.C. § 327(e) and 1107(b) and Fed. R. Bankr. P. 2014, authorizing the employment and retention of Dickinson Wright PLLC ("DW") as special intellectual property counsel to the Debtors; and upon the Affidavit of William H. Honaker, sworn to February 21, 2006, in support of the Application (the "Honaker Affidavit"); and this Court being satisfied with the representations made in the Application and the Honaker Affidavit that DW does not represent or hold any interest adverse to any of the Debtors' estates or the Debtors with respect to the matters on which DW is to be employed, and that DW's employment is necessary and would be in the best interests of each of the Debtors' estates; and it appearing that proper and adequate notice has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefore, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Application is GRANTED.

2. The Debtors' employment of DW as intellectual property counsel, pursuant to the Application, is approved under sections 327(e) and 1107(b) of the Bankruptcy Code and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), with approval of such employment being effective on January 13, 2006.

3. DW shall be compensated in accordance with the standards and procedures set forth in sections 330 and 331 of the Bankruptcy Code and all applicable Bankruptcy Rules, Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the "Local Rules"), guidelines established by the Office of the United States Trustee, and further orders of this Court. Without limiting the foregoing, DW shall make reasonable efforts to ensure that the Debtors' estates are not charged for any duplication of work with the other professionals retained in these cases.

4. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Final Order.

5. The requirement under Local Rule 9013-1(b) for the service and filing of a separate memorandum of law is deemed satisfied by the Application.

Dated: New York, New York

March ____, 2006

UNITED STATES BANKRUPTCY JUDGE

EXHIBIT E

Objections Due: March 3, 2006 at 4:00 p.m.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700
John Wm. Butler, Jr. (JB 4711)
John K. Lyons (JL 4951)
Ron E. Meisler (RM 3026)

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
Four Times Square
New York, New York 10036
(212) 735-3000
Kayalyn A. Marafioti (KM 9632)
Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:
Toll Free: (800) 718-5305
International: (248) 813-2698

Delphi Legal Information Website:
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05- 44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

NOTICE OF PRESENTMENT OF ORDER UNDER 11 U.S.C. §§ 327(e) AND 1107(b)
AND FED. R. BANKR. P. 2014 AUTHORIZING EMPLOYMENT AND RETENTION
OF DICKINSON WRIGHT PLLC AS INTELLECTUAL PROPERTY COUNSEL
TO DEBTORS

PLEASE TAKE NOTICE that on February 21, 2006, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases filed the Application For An Order Under 11 U.S.C. §§ 327(e) And 1107(b) And Fed. R. Bankr. P. 2014 Authorizing Debtors Employment And Retention Of Dickinson Wright PLLC ("DW") As Intellectual Property Counsel To Debtors (the "Application").

PLEASE TAKE FURTHER NOTICE that if timely written objections are filed, served, and received in accordance with this notice, a hearing to consider approval of the Application will be held on April 6, 2006, at 10:00 a.m. (Prevailing Eastern Time) (the "Hearing") before the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York, 10004.

PLEASE TAKE FURTHER NOTICE that if no written objections to the Application are timely filed, served, and received, the order filed with the Application and attached to this notice as Exhibit A will be submitted for signature to the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004 on March 3, 2006.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Application must (a) be in writing, (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Order Under 11

U.S.C. §§ 102 (1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014
Establishing (I) Omnibus Hearing Dates, (II) Certain Notice, Case Management, And
Administrative Procedures, And (III) Scheduling An Initial Case Conference In Accordance
With Local Bankr. R. 1007-2(e) (the "Case Management Order") (Docket No. 245), (c) be
filed with the Bankruptcy Court in accordance with General Order M-242 (as amended)
registered users of the Bankruptcy Court's case filing system must file electronically, and all
other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document
Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) be
submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain,
United States Bankruptcy Judge, and (e) be served upon (i) Delphi Corporation, 5725
Delphi Drive, Troy, Michigan 48098 (Att'n: General Counsel), (ii) counsel to the Debtors,
Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100,
Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr.), (iii) counsel for the agent under the
Debtors' prepetition credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington
Avenue, New York, New York 10017 (Att'n: Kenneth S. Ziman), (iv) counsel for the agent
under the postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New
York, New York 10017 (Att'n: Marlane Melican), (v) counsel for the Official Committee
of Unsecured Creditors, Latham & Watkins, 885 Third Avenue, New York, New York
10022 (Att'n: Robert J. Rosenberg and Mark A. Broude), (vi) Dickinson Wright PLLC,
38525 Woodward Ave., Suite 2000, Bloomfield Hills, Michigan 48304 (Att'n: William H.
Honaker), and (vii) the Office of the United States Trustee for the Southern District of New
York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Att'n: Alicia M.

Leonhard), in each case so as to be **received** no later than **4:00 p.m. (Prevailing Eastern Time) on March 3, 2006** (the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE that only those objections made as set forth herein and in accordance with the Case Management Order will be considered by the Bankruptcy Court at the Hearing. If no objections to the Application are timely filed and served in accordance with the procedures set forth herein and in the Case Management Order, the Bankruptcy Court may enter an order granting the Application **without further notice**.

Dated: New York, New York
February 21, 2006

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

By: /s/ John Wm. Butler, Jr.
John Wm. Butler, Jr. (JB 4711)
John K. Lyons (JL 4951)
Ron E. Meisler (RM 3026)
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700

- and -

By: /s/ Kayalyn A. Marafioti
Kayalyn A. Marafioti (KM 9632)
Thomas J. Matz (TM 5986)
Four Times Square
New York, New York 10036
(212) 735-3000

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
Debtors.	:	(Jointly Administered)
	:	
-----	x	

ORDER UNDER 11 U.S.C. § 327(e) AND 1107(b) AND FED. R. BANKR. P. 2014
AUTHORIZING EMPLOYMENT AND RETENTION OF DICKINSON WRIGHT PLLC
AS INTELLECTUAL PROPERTY COUNSEL TO DEBTORS

("DICKINSON WRIGHT RETENTION ORDER")

Upon the application, dated February 21, 2006 (the "Application"), of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order (the "Order"), pursuant to 11 U.S.C. § 327(e) and 1107(b) and Fed. R. Bankr. P. 2014, authorizing the employment and retention of Dickinson Wright PLLC ("DW") as special intellectual property counsel to the Debtors; and upon the Affidavit of William H. Honaker, sworn to February 21, 2006, in support of the Application (the "Honaker Affidavit"); and this Court being satisfied with the representations made in the Application and the Honaker Affidavit that DW does not represent or hold any interest adverse to any of the Debtors' estates or the Debtors with respect to the matters on which DW is to be employed, and that DW's employment is necessary and would be in the best interests of each of the Debtors' estates; and it appearing that proper and adequate notice has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefore, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Application is GRANTED.

2. The Debtors' employment of DW as intellectual property counsel, pursuant to the Application, is approved under sections 327(e) and 1107(b) of the Bankruptcy Code and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), with approval of such employment being effective on January 13, 2006.

3. DW shall be compensated in accordance with the standards and procedures set forth in sections 330 and 331 of the Bankruptcy Code and all applicable Bankruptcy Rules, Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the "Local Rules"), guidelines established by the Office of the United States Trustee, and further orders of this Court. Without limiting the foregoing, DW shall make reasonable efforts to ensure that the Debtors' estates are not charged for any duplication of work with the other professionals retained in these cases.

4. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Final Order.

5. The requirement under Local Rule 9013-1(b) for the service and filing of a separate memorandum of law is deemed satisfied by the Application.

Dated: New York, New York

March ____, 2006

UNITED STATES BANKRUPTCY JUDGE

EXHIBIT F

Delphi Legal Information Hotline:
Toll Free: (800) 718-5305
International: (248) 813-2698

Delphi Legal Information Website:
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

APPLICATION FOR ORDER UNDER 11 U.S.C. §§ 327(e) AND 1107(b)
AUTHORIZING EMPLOYMENT AND RETENTION OF
CROWELL & MORING LLP AS ANTITRUST COUNSEL TO DEBTORS

("CROWELL & MORING LLP RETENTION APPLICATION")

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates (the "Affiliate Debtors"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), hereby submit this application (the "Application") for an order under 11 U.S.C. §§ 327(e) and 1107(b) and Fed. R. Bankr. P. 2014 authorizing the employment and retention of Crowell & Moring LLP ("Crowell & Moring") as antitrust counsel to the Debtors, nunc pro tunc to October 8, 2005. In support of this Application, the Debtors submit the Affidavit of Jerome A. Murphy, sworn to February 21, 2006 (the "Murphy Affidavit"). In further support of this Application, the Debtors respectfully represent as follows:

Background

A. The Chapter 11 Filings

1. On October 8, 2005 (the "Initial Filing Date"), Delphi and certain of its U.S. subsidiaries (the "Initial Filers") filed voluntary petitions in this Court for reorganization relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1130, as amended (the "Bankruptcy Code"). On October 14, 2005, three additional U.S. subsidiaries of Delphi (together with the Initial Filers, collectively, the "Debtors") also sought reorganization relief. The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. This Court entered orders directing the joint administration of the Debtor's chapter 11 cases (Dockets Nos. 28 and 404).

2. On October 17, 2005, the Office of the United States Trustee appointed an official committee of unsecured creditors. No trustee or examiner has been appointed in the Debtors' cases.

3. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding under 28 U.S.C. § 157(b)(2).

4. The statutory predicates for the relief requested herein are sections 327(e), and 1107(b) of the Bankruptcy Code and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules").

B. Current Business Operations Of The Debtors

5. As of the Initial Filing Date, Delphi had global 2004 revenues of approximately \$28.6 billion, and global assets as of August 31, 2005 of approximately \$17.1

billion,¹ Delphi ranks as the fifth largest public company business reorganization in terms of revenues, and the thirteenth largest public company business reorganization in terms of assets. Delphi's non-U.S. subsidiaries are not chapter 11 debtors and continue their business operations without supervision from the Bankruptcy Court.

6. Delphi has become a leading global technology innovator with significant engineering resources and technical competencies in a variety of disciplines, and the Company (as defined below) is arguably the single largest global supplier of vehicle electronics, transportation components, integrated systems and modules, and other electronic technology. The Company's technologies and products are present in more than 75 million vehicles on the road worldwide. The Company supplies products to nearly every major global automotive original equipment manufacturer with 2004 sales to its former parent, General Motors Corporation, equaling approximately \$15.4 billion and sales to each of Ford Motor Company, DaimlerChrysler Corporation, Renault/Nissan Motor Company, Ltd., and Volkswagen Group exceeding \$850 million.

7. As part of its growth strategy, Delphi has established an expansive global presence with a network of manufacturing sites, technical centers, sales offices, and joint ventures located in every major region of the world. As of the Initial Filing Date, the Debtors employed approximately 180,000 employees. The Debtors' 50,600 U.S. employees work in approximately 44 manufacturing sites, 13 technical centers, and in Delphi's Troy, Michigan headquarters. Approximately 34,750 of these individuals are hourly employees as of the Initial Filing Date, 96% of these were represented by approximately 49 different international and local unions. Outside the United States, the Company's foreign entities employed more than 134,000

¹ The aggregated financial data used in this Application generally consists of consolidated information from Delphi and its worldwide subsidiaries and affiliates.

people on the Initial Filing Date, supporting 120 manufacturing sites and 20 technical centers in nearly 40 countries around the globe.

8. Delphi was incorporated in Delaware in 1998 as a wholly-owned subsidiary of GM. Prior to January 1, 1999, GM conducted the Company's business through various divisions and subsidiaries. Effective January 1, 1999, the assets and liabilities of these divisions and subsidiaries were transferred to Delphi and its subsidiaries and affiliates (collectively, the "Company") in accordance with the terms of a Master Separation Agreement between Delphi and GM. In connection with these transactions, Delphi accelerated its evolution from a North American-based, captive automotive supplier to a global supplier of components, integrated systems, and modules for a wide range of customers and applications. Although GM is still the Company's single largest customer, today more than half of Delphi's revenue is generated from non-GM sources.

9. Due to the significant planning that goes into each vehicle model, Delphi's efforts to generate new business do not immediately affect its financial results, because supplier selection in the auto industry is generally finalized several years prior to the start of production of the vehicle. When awarding new business, which is the foundation for the Company's forward revenue base, customers are increasingly concerned with the financial stability of their supply base. The Debtors believe that they will maximize stakeholder value and the Company's future prospects if they stabilize their businesses and continue to diversify their customer base. The Debtors also believe that this must be accomplished in advance of the expiration of certain benefit guarantees between GM and certain of Delphi's unions representing most of its U.S. hourly employees which coincides with the expiration of the Company's U.S. collective bargaining agreements in the fall of 2007.

C. Events Leading To The Chapter 11 Filing

10. In the first two years following Delphi's separation from GM, the Company generated approximately \$2 billion in net income. Every year thereafter, however, with the exception of 2002, the Company has suffered losses. In calendar year 2004, the Company reported a net operating loss of \$482 million on \$28.6 billion in net sales. Reflective of a downturn in the marketplace, Delphi's financial condition has deteriorated further in the first six months of 2005, with net operating losses of \$608 million for the first six months of calendar year 2005 on six-month net sales of \$13.9 billion, approximately \$1 billion less than the same time period a year earlier.²

11. The Debtors believe that the Company's financial performance has deteriorated because of: (a) increasingly unsustainable U.S. legacy liabilities and operational restrictions driven by collectively bargained agreements, including restrictions preventing the Debtors from exiting non-strategic, non-profitable operations, all of which have the effect of creating largely fixed labor costs, (b) a competitive U.S. vehicle production environment for domestic OEMs resulting in the reduced number of motor vehicles that GM produces annually in the United States and related pricing pressures, and (c) increasing commodity prices.

12. In light of these factors, the Company determined that it would be imprudent and irresponsible to defer addressing and resolving its U.S. legacy liabilities, product portfolio, operational issues, and forward looking revenue requirements. Because discussions with its Unions and GM were not progressing sufficiently, the Company commenced these chapter 11 cases for its U.S. businesses to complete the Debtors' transformation plan and preserve value for its stakeholders.

² Reported net losses in calendar year 2004 were \$4.8 billion, reflecting a \$4.1 billion tax charge, primarily related to the recording of a valuation allowance on the U.S. deferred tax assets as of December 31, 2004.

13. Through the reorganization process, the Debtors intend to achieve competitiveness for Delphi's core U.S. operations by modifying or eliminating non-competitive legacy liabilities and burdensome restrictions under current labor agreements and realigning Delphi's global product portfolio and manufacturing footprint to preserve the Company's core businesses. This will require negotiation with key stakeholders over their respective contributions to the restructuring plan or, absent consensual participation, the utilization of the chapter 11 process to achieve the necessary cost savings and operational effectiveness. The Debtors believe that a substantial segment of Delphi's U.S. business operations must be divested, consolidated, or wound-down during these cases.

14. Upon the conclusion of the reorganization process, the Debtors expect to emerge as a stronger, more financially sound business with viable U.S. operations that are well-positioned to advance global enterprise objectives. In the meantime, Delphi will marshal all of its resources to continue to deliver value and high-quality products to its customers globally. Additionally, the Company will preserve and continue the strategic growth of its non-U.S. operations and maintain its prominence as the world's premier auto supplier.

Relief Requested

15. By this Application, the Debtors request entry of an order authorizing the Debtors to employ and retain Crowell & Moring pursuant to that certain engagement letter between Delphi and Crowell & Moring dated August 16, 2005 (the "Engagement Letter"), a copy of which is attached hereto as "Exhibit A," as Debtors' antitrust counsel in these chapter 11 cases.

Basis For Relief

16. The Debtors submit that Crowell & Moring's proposed retention meets all the prerequisites for retention of special counsel under section 327(e) of the Bankruptcy Code,

which permits a debtor-in-possession, with court approval, to employ counsel that has represented the Debtors prior to the commencement of their chapter 11 cases, for a "specified special purpose" if such employment is in the best interest of the Debtors. Because Crowell & Moring is the proposed antitrust counsel to the Debtors, but not the proposed bankruptcy counsel in these chapter 11 cases, section 327(e) does not require that Crowell & Moring and its attorneys be "disinterested persons" as defined in section 101(14) of the Bankruptcy Code. Rather, section 327(e) instead requires that Crowell & Moring not represent or hold any interest adverse to the estates or the Debtors with respect to the matter on which Crowell & Moring is to be employed. As discussed below, the employment of Crowell & Moring as special antitrust counsel is in the best interests of the Debtors.

The Debtors' Employment Of Crowell & Moring
Is In The Best Interests Of The Estates

17. Crowell & Moring will serve as antitrust counsel to the Debtors during these chapter 11 cases. Crowell & Moring is familiar with the Debtors' businesses and operations. In particular, Crowell & Moring is especially attuned to the unique antitrust issues that arise in the Debtors' industry.

18. Crowell & Moring is a nationally recognized, full-service law firm based in Washington, D.C. with offices in Brussels, London, and Southern California. With more than 300 lawyers, Crowell & Moring assists clients in a wide variety of administrative, regulatory, and litigation matters. Crowell & Moring's antitrust and trade regulation practice includes civil litigation and investigations; mergers and acquisitions; criminal grand jury investigation and trials; and counseling on ways to manage antitrust risks in all manners of business transactions. Most importantly for current purposes, several members of Crowell & Moring have extensive experience in antitrust law and its interplay with restructuring and bankruptcy law. Accordingly,

the Debtors believe that Crowell & Moring is well qualified to serve as antitrust counsel in these chapter 11 cases in an efficient and effective manner.

19. The Debtors believe that the employment of Crowell & Moring will enhance and will not duplicate the employment of Skadden, Arps, Slate, Meagher, & Flom LLP ("Skadden"), the Debtors' general bankruptcy counsel, Shearman & Sterling LLP ("Shearman"), the Debtors' special counsel, Togut, Segal & Segal LLP ("Togut"), the Debtors' conflicts counsel, or any of the other professionals retained by the Debtors to perform specific tasks that are unrelated to the work to be performed by Crowell & Moring as antitrust counsel to the Debtors. The Debtors understand that Crowell & Moring will work with the other professionals retained by the Debtors to avoid any such duplication.

Services To Be Rendered By Crowell & Moring

20. As set forth in the Engagement Letter, the Debtors wish to engage Crowell & Moring to provide services to the Debtors in connection with antitrust matters. The Debtors anticipate that such services will include Crowell & Moring continuing their legal advice and representation of the Debtors in an antitrust action styled *Emerson Elec., et al. v. Morgan Crucible Co., et al.*, filed in the United States District Court for the Eastern District of Michigan, Case No. 05-cv-73655. This action has subsequently been transferred to the court of the Honorable Jerome B. Simandle of the United States District Court for the District of New Jersey and consolidated in *In re Electrical Carbon Products Antitrust Litigation*, MDL No. 1514, Master Docket No. 03-cv-2182 (JBS). The *Emerson* plaintiffs, including Delphi Corporation, allege that the defendants engaged in a worldwide conspiracy, the purpose and effect of which was to fix, raise, maintain, and/or stabilize prices and to allocate markets and customers for electrical carbon products sold in the United States, Europe, and elsewhere, in violation of Section 1 of the Sherman Act, 15 U.S.C. § 1, and Sections 445.772 and 445.778 of the Michigan

Antitrust Reform Act. Delphi Corporation and other *Emerson* plaintiffs seek to recover damages for these alleged overcharges.

21. Crowell & Moring has indicated its desire and willingness to represent the Debtors as set forth herein and to render the necessary professional services as special antitrust counsel to the Debtors.

22. The Debtors may request that Crowell & Moring undertake specific matters beyond the scope of the responsibilities set forth above. Should Crowell & Moring agree in its discretion to undertake any such matter, the Debtors shall seek further order of this Court.

Disinterestedness Of Professionals

23. The Murphy Affidavit filed in support of this Application contains information available to date on Crowell & Moring's connections with other parties-in-interest, as required by Bankruptcy Rule 2014(a). To the best of the Debtors' knowledge, and based on the information in the attached Murphy Affidavit, Crowell & Moring, its partners, counsel, and associates do not hold or represent any interest adverse to the Debtors, their creditors, any other party-in-interest in these chapter 11 cases, their respective attorneys and investment advisors, the U.S. Trustee, or any person employed therein, with respect to the matters on which Crowell & Moring is to be employed.

24. Crowell & Moring has disclosed to the Debtors that Crowell & Moring has in the past represented, currently represents, and will likely in the future represent, certain of the Debtors' creditors and other parties-in-interest in matters unrelated to the Debtors or their chapter 11 cases. Crowell & Moring does not believe that the foregoing raises any actual or potential conflict of interest of Crowell & Moring relating to the representation of the Debtors as their special antitrust counsel in these chapter 11 cases, but such relationships are disclosed out of an abundance of caution. The Debtors understand that, in order to vitiate any actual or potential

conflicts of interest, Crowell & Moring will not assist the Debtors in connection with their analysis, negotiations, and litigation, if any, with parties with whom Crowell & Moring has existing client relationships, and that Skadden (or other counsel if Skadden has a conflict), instead, will handle these tasks.

Professional Compensation

25. Crowell & Moring intends to apply to this Court for compensation and reimbursement of expenses in accordance with section 330(a) of the Bankruptcy Code, the Bankruptcy Rules, applicable guidelines established by the U.S. Trustee, and orders of this Court. Crowell & Moring acknowledges that all compensation will be subject to this Court's review and approval, after notice and a hearing.

26. Under the applicable provisions of the Bankruptcy Code, and subject to the approval of this Court, the Debtors propose to pay Crowell & Moring on a contingent fee basis.

27. No arrangement is proposed between the Debtors and Crowell & Moring for compensation to be paid in these chapter 11 cases other than as set forth above, in the Engagement Letter, and in the Murphy Affidavit.

28. At the Debtors' request, Crowell has continued to assist the Debtors in connection with their antitrust issues since October 8, 2005 and hence the Debtors request Crowell's retention to be effective nunc pro tunc to October 8, 2005.

Conclusion

29. For the foregoing reasons, the Debtors submit that the employment of Crowell & Moring as the Debtors' antitrust counsel on the terms set forth herein is in the best interests of the estates.

Notice

30. Notice of this Application has been provided in accordance with the Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing (I) Omnibus Hearing Dates, (II) Certain Notice, Case Management, And Administrative Procedures, And (III) Scheduling An Initial Case Conference In Accordance With Local Bankr. R. 1007-2(e) entered by this Court on October 14, 2005 (Docket No. 245). In light of the nature of the relief requested, the Debtors submit that no other or further notice is necessary.

Memorandum Of Law

31. Because the legal points and authorities upon which this Application relies are incorporated herein, the Debtors respectfully request that the requirement of the service and filing of a separate memorandum of law under Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York be deemed satisfied.

WHEREFORE, the Debtors respectfully request that this Court enter an order (a) authorizing the Debtors to employ and retain Crowell & Moring as their antitrust counsel to perform the services set forth herein and (b) granting the Debtors such other and further relief as is just.

Dated: New York, New York
February 21, 2006

DELPHI CORPORATION, on behalf of itself and
certain of its subsidiaries and affiliates, as Debtors and
Debtors-in-possession

By: /s/ David M. Sherbin
Name: David M. Sherbin
Title: Vice President, General Counsel, and
Chief Compliance Officer



Kent A. Gardiner
202-624-2578
kgardiner@crowell.com

August 16, 2005

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PRIVILEGED AND CONFIDENTIAL

Joseph E. Papelian, Esq.
Assistant General Counsel - Litigation
Delphi Corporation
5725 Delphi Drive
M/C 483-400-603
Troy, MI 48098-2815

Re: Electrical Carbon Products Antitrust Litigation

Dear Joe:

This letter will serve to memorialize our agreement concerning the representation of Delphi Corporation ("Delphi") by Crowell & Moring LLP ("C&M") in connection with the negotiation and/or litigation of Delphi's damages claims against certain suppliers of electrical carbon products and their relevant representatives for colluding to artificially raise, fix, maintain and stabilize prices for electrical carbon products (the "Action"). We are pleased to have been selected by you to pursue these claims on Delphi's behalf. This letter will also memorialize our agreement regarding C&M's representation of Delphi and potentially a group of other purchasers that may be pursuing an action or actions together with, or contemporaneously with, Delphi's action (the "Group").

As an initial matter, we wish to confirm that Delphi will remain in full control of its litigation options in connection with the Action. In particular, regardless of whether or not Delphi proceeds alone or as part of a group in seeking recovery from electrical carbon products suppliers, Delphi will retain full autonomy regarding whether, when and where to file any sort of litigation relating to its claims, and likewise will retain full autonomy over decisions regarding resolution of its claims.

Jerry Murphy, Daniel Sasse and I will be principally responsible for the representation of Delphi and the Group. During the course of the representation, you should feel comfortable to call on any of us at any time. Other C&M lawyers, law clerks, or legal assistants may also work on this matter from time to time under our supervision as the need arises.

Joseph E. Papelian, Esq.

August 16, 2005

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Delphi will incur no hourly charges for C&M's legal services in connection with this matter. Instead, Delphi agrees to pay C&M, as a fee for our legal services, a portion of any amount that is recovered by Delphi as a settlement or judgment in connection with this matter (the "Contingent Fee"). The Contingent Fee shall be determined as follows:

Phase One – Early Negotiated Resolution

C&M already has expended significant resources in developing this matter. In addition, as the matter progresses and C&M continues to gather evidence, analyze the legal issues, and develop economic damages positions, C&M expects to expend substantially more resources. Delphi, either alone or as part of a group effort, may decide to pursue settlement negotiations with some or all of the defendants either before or after the commencement of litigation. In the event such negotiations produce a settlement and recovery for Delphi prior to the commencement of full-scale litigation (i.e., litigation beyond the motion to dismiss and/or jurisdictional discovery stage), Delphi agrees to pay C&M, as a fee for our legal services, an amount equal to 25% of such recovery.

Phase Two – Full-scale Litigation

In the event litigation with some or all of the defendants continues beyond Phase One, and thereafter Delphi secures a settlement or judgment with some or all of the defendants, Delphi agrees to pay C&M an amount equal to 30% of any amount that is recovered by Delphi.

With regard to the Schunk Defendants, however, Delphi will not pay any percentage of the first \$380,000 recovered on its behalf at any point during this case, regardless of whether this recovery is in cash or value to Delphi. Delphi agrees to pay C&M one third (33.3%) of recoveries from the Schunk Defendants in excess of \$380,000. C&M will also retain \$100,000 of Delphi's portion of any recoveries in excess of \$380,00 to cover costs and fees related to this matter. For example, if Delphi recovered \$500,000, the first \$380,000 goes to Delphi, C&M would get one third of \$120,000, or \$40,000, and \$80,000 would go towards the \$100,000 retainer for costs.

If Delphi obtains other than a monetary recovery (e.g., favorable terms on future purchases), Delphi agrees to remit to C&M an amount reflecting the above percentages based on a good faith estimate of the monetary value of the benefit obtained by Delphi from the defendants. If Delphi prevails in the litigation and is awarded attorneys' fees equal to or greater than the Contingent Fee, then such attorneys' fee award shall be paid, in lieu of the Contingent Fee, to C&M. If Delphi prevails in the litigation and is awarded attorneys' fees less than the Contingent

Joseph E. Papelian, Esq.

August 16, 2005

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Fee, then such award of attorneys' fees will be paid to C&M, with Delphi's Contingent Fee owed to C&M reduced by the amount of the attorneys' fee award.

C&M and Delphi further agree that Delphi will be responsible for paying its *pro rata* share (based upon the Company's share of total Group purchases of the relevant products) of any expenses or fees for other services in connection with its representation of Delphi or the Group incurred after the signing of this agreement (including expenses and other services occurring prior to the commencement of litigation). This would include, but not be limited to, any fees and expenses incurred for experts retained on behalf of Delphi or the Group, deposition costs, court costs, postage, long distance telephone, photocopies, word processing, administrative overtime, travel, messenger services, and meals, spent on behalf of the Group (collectively "costs").

Delphi shall share in any Group settlement achieved on the same basis as costs are apportioned as set forth above. If Delphi prevails in the litigation and is awarded litigation costs, Delphi agrees that it will remit its share of such award of costs to C&M. In the near future, the Group may execute a Litigation Cooperation Agreement ("LCA") that, *inter alia*, addresses the sharing of such costs among some members of the Group. To the extent that any of the terms of this Agreement are deemed inconsistent with the LCA, the terms of this Agreement shall take precedence.

During the course of C&M's representation of Delphi and the Group, the parties will evaluate the progress of their efforts. If, at any time, C&M determines that its continued representation of Delphi or the Group is no longer in its best interest, that the claims are not meritorious, or that a potential recovery would not justify the expense of further litigation, C&M may withdraw from representation of Delphi or any member of the Group consistent with all its professional responsibilities. Such withdrawal would be on reasonable notice to Delphi or any member of the Group.

Likewise, Delphi may withdraw from this Agreement at any time, provided that if it subsequently obtains a recovery from any defendants in the Action, Delphi shall, upon receipt of such recovery, promptly notify C&M of such recovery and depending upon the stage of the litigation shall remit to C&M an amount equal to the Contingent Fee as outlined above, or, in the alternative, such portion of such recovery that Delphi and C&M reasonably and in good faith agree upon, taking into account, *inter alia*, the stage of the litigation at which Delphi withdrew from the Agreement, and the value of the time expended and risk undertaken by C&M prior to the withdrawal. C&M may continue to represent other members of the Group regardless of whether Delphi or C&M choose to withdraw from this agreement.


Joseph E. Papelian, Esq.
August 16, 2005
Page 4

As we have discussed, C&M may be representing a group of plaintiffs in this litigation, which may include entities involved in other activities affecting Delphi. You have agreed that the representation of Delphi by C&M in this matter will not be grounds for asserting a conflict of interest or the appearance of a conflict of interest in any work that C&M may do for other entities. Specifically, you have agreed that C&M's representation of Delphi in this matter will not, in and of itself, prevent C&M from representing any other entity, even though such other entity may become adversarial to Delphi in business transactions, litigation, or judicial or administrative proceedings unrelated to the litigation that is the subject of our joint representation. We further understand that Delphi shall waive any conflict of interest, based on C&M's representation of Delphi in this matter, as a ground for disqualifying C&M from representing other entities.

Finally, unless we receive different instructions from you, we will retain files from this matter for five years after its completion. At that time, documents other than those with intrinsic value (such as a deed or contract) will be offered to you and, if not accepted, will be destroyed.

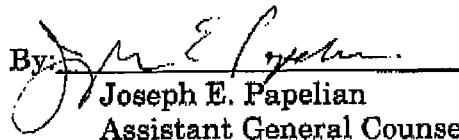
If these terms and conditions are acceptable, please sign the enclosed copy of this letter in the space below and return it to me.

Sincerely,


Kent A. Gardiner
Crowell & Moring LLP
1001 Pennsylvania Avenue, N.W.
Washington, D.C. 20004-2595
(202) 624-2578

AGREED:

Delphi Corporation

By: 
Joseph E. Papelian
Assistant General Counsel - Litigation

Date: 16 August

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	x	
	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

AFFIDAVIT OF JEROME A. MURPHY IN SUPPORT OF
APPLICATION FOR ORDER UNDER 11 U.S.C. §§ 327(e) AND
1107(b) AND FED R. BANKR. P. 2014 AUTHORIZING EMPLOYMENT AND RETENTION
OF CROWELL & MORING LLP AS ANTITRUST COUNSEL TO DEBTORS

DISTRICT OF COLUMBIA

I, JEROME A. MURPHY, being duly sworn, deposes and states as follows:

1. I am an attorney admitted to practice before the courts of the District of Columbia and Maryland. I am a Partner in the law firm of Crowell & Moring LLP ("Crowell & Moring"), proposed antitrust counsel for Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, the debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors").

2. I submit this affidavit (the "Affidavit")¹ in support of the Application For Order Under 11 U.S.C. §§ 327(e) And 1107(b) And Fed. R. Bankr. P. 2014 Authorizing Employment And Retention Of Crowell & Moring LLP As Antitrust Counsel To Debtors (the "Application") nunc pro tunc to October 8, 2005, filed concurrently herewith.

¹ Unless otherwise defined herein, all capitalized terms shall have the meanings ascribed to them in the Application.

3. The name, address and telephone number of Crowell & Moring are as follows:

1001 Pennsylvania Avenue, N.W.
Washington, D.C. 20004-2595
(202) 624-2500.

4. Crowell & Moring is well qualified to assist the Debtors in the manner described in the Application. Crowell & Moring is a nationally recognized, full-service law firm based in Washington, D.C. with offices in Brussels, London, and Southern California. With more than 300 lawyers, Crowell & Moring assists clients in a wide variety of administrative, regulatory, and litigation matters. Crowell & Moring's antitrust and trade regulation practice includes civil litigation and investigations; mergers and acquisitions; criminal grand jury investigation and trials; and counseling on ways to manage antitrust risks in all manners of business transactions. Most importantly for present purposes, several members of Crowell & Moring have extensive experience in antitrust law and its interplay with restructuring and bankruptcy law. Accordingly, the Debtors believe that Crowell & Moring is qualified to serve as antitrust counsel in these chapter 11 cases in an efficient and effective manner.

5. Crowell & Moring has advised the Debtors regarding antitrust law during the course of its prepetition representation. Based on the services that Crowell & Moring has previously rendered to the Debtors, Crowell & Moring is thoroughly familiar with the Debtors' corporate structure, the nature of their financial status, and certain legal matters relating to the Debtors.

6. Generally, in connection with the Debtors' cases, Crowell & Moring intends to continue providing the Debtors with the following types of professional services: legal advice and representation in an antitrust action *Emerson Elec., et al. v. Morgan Crucible Co., et al.*,

filed in the United States District Court for the Eastern District of Michigan, Case No. 05-cv-73655. This action has subsequently been transferred to the court of the Honorable Jerome B. Simandle of the United States District Court for the District of New Jersey and consolidated in *In re Electrical Carbon Products Antitrust Litigation*, MDL No. 1514, Master Docket No. 03-cv-2182 (JBS). The *Emerson* plaintiffs, including Delphi Corporation, allege that the defendants engaged in a worldwide conspiracy, the purpose and effect of which was to fix, raise, maintain, and/or stabilize prices and to allocate markets and customers for electrical carbon products sold in the United States, Europe and elsewhere, in violation of Section 1 of the Sherman Act, 15 U.S.C. § 1, and Sections 445.772 and 445.778 of the Michigan Antitrust Reform Act. Delphi Corporation and other *Emerson* plaintiffs seek to recover damages for these alleged overcharges.

7. In light of certain existing client representations on unrelated matters, the engagement of Skadden, Arps, Slate, Meagher, & Flom LLP ("Skadden") as the Debtors' bankruptcy counsel, the engagement of Shearman & Sterling LLP ("Shearman") as the Debtors' special counsel, the engagement of Togut, Segal & Segal LLP ("Togut") as the Debtors' conflicts counsel, and the engagement of other counsel for the Debtors, Crowell & Moring will not be responsible for or undertake any representation with respect to (a) advising the Debtors concerning specific contracts and claims of certain of Crowell & Moring's existing clients and (b) reviewing, interpreting, or commenting on the specific contracts and claims of certain of Crowell & Moring's existing clients. These existing client relationships, and the scope of the carve-out from Crowell & Moring's retention, are discussed more fully below.

8. It is Crowell & Moring's understanding that the Debtors may request that Crowell & Moring undertake specific matters beyond the limited scope of the responsibilities set

forth above. Should Crowell & Moring agree in its discretion to undertake any such matter, it is Crowell & Moring's understanding that the Debtors will seek further order of this Court.

9. Crowell & Moring is making efforts, together with the Debtors' other counsel, to ensure that there is no duplication of effort or work between such firms and Crowell & Moring. It is Crowell & Moring's intention that the estates should receive the best value possible from the efficient coordination of work among its counsel. Crowell & Moring believes that its lawyers and the rest of the lawyers retained in these cases have to date delineated clearly, and will continue to delineate clearly, the division of work between them, so as to avoid any duplication of effort and to maximize the efficiencies of the proposed arrangement.

10. On behalf of the Debtors and other clients, Crowell & Moring filed a civil action in the U. S. District Court for the Eastern District of Michigan, *Emerson Elec., et al. v. Morgan Crucible Co., et al.* (Case No. 2:05 CV 73655). Crowell & Moring has not received any compensation for services rendered or expenses incurred for the prepetition antitrust legal work performed by Crowell & Moring. There are no arrangements between Crowell & Moring and any other entity to share compensation received or to be received in connection with these chapter 11 cases.

11. Crowell & Moring has agreed to accept payment on a contingent fee basis as compensation for the services rendered in connection with its representation of the Debtors. Crowell & Moring has agreed to accept as a fee for legal services, a portion of any amount that is recovered by the Debtors as a settlement or judgment in connection with the *Emerson* litigation. Prior to being retained by the Debtors, Crowell & Moring already had expended significant resources in developing this matter, and has continued to do so to the present. In addition, as the matter progresses and Crowell & Moring continues to gather evidence, analyze the legal issues,

and develop economic damages positions, Crowell & Moring expects to expend substantially more resources.

12. Pursuant to an August 16, 2005 retention letter, Crowell & Moring has agreed to a two-tiered contingent fee arrangement. In the event that settlement negotiations with any or all defendants produce a settlement and recovery for the Debtors prior to the commencement of full-scale litigation (including litigation beyond the motion to dismiss and/or jurisdictional discovery stage), Crowell & Moring has agreed to accept as a fee for legal services an amount equal to 25% of such recovery. In the event litigation with some or all of the defendants continues beyond this initial discovery phase, and thereafter the Debtors secure a settlement or judgment with some or all of the defendants, Crowell & Moring has agreed to accept an amount equal to 30% of any amount that is recovered by the Debtors. With regard to the Schunk Defendants², however, Crowell & Moring has agreed to forego payment on the first \$380,000 recovered on the Debtors' behalf at any point during the case, regardless of whether this recovery is in cash or value to the Debtors. Further, Crowell & Moring has agreed to accept as payment one third (33.3%) of recoveries from the Schunk Defendants in excess of \$380,000. Crowell & Moring and the Debtors also agreed that Crowell & Moring will retain \$100,000 of the Debtors' portion of any recoveries in excess of \$380,00 until conclusion of the *Emerson* litigation in order to cover costs and fees related to this matter.

13. If the Debtors obtain other than a monetary recovery (*e.g.*, favorable terms on future purchases), Crowell & Moring has agreed to accept an amount reflecting the above percentages based on a good faith estimate of the monetary value of the benefit obtained by the

² The term "Schunk Defendants" includes Ludwig Schunk Stiftung e.V.; Schunk GmbH; Schunk Kohlenstoff-Technik GmbH; Schunk of North America, Inc; Schunk Graphite Technology LLC; Hoffmann & Co. Elektrokohle AG; and Hoffmann Carbon, Inc., and all of their subsidiaries, parents, and affiliates.

Debtors from the defendants. If the Debtors prevail in the litigation and are awarded attorneys' fees equal to or greater than the contingent fee described above, Crowell & Moring has agreed to accept such attorneys' fee award as payment, in lieu of the contingent fee. If the Debtors prevail in the litigation and are awarded attorneys' fees less than the contingent fee, Crowell & Moring has agreed to accept such award of attorneys' fees as payment, with the Debtors' contingent fee owed to Crowell & Moring reduced by the amount of the attorneys' fee award.

14. Crowell & Moring and the Debtors further agreed that the Debtors will be responsible for paying their *pro rata* share (based upon the Debtors' share of the total *Emerson* plaintiffs' group purchases of the relevant products) of any expenses or fees for other services in connection with Crowell & Moring's representation of the Debtors or the plaintiffs' group (including expenses and other services occurring prior to the commencement of litigation). The Debtors shall share in the *Emerson* plaintiffs' group U.S. settlement achieved on the same basis as costs are apportioned as set forth above, except that the Debtors' purchases from the Morgan Defendants³ will not be included in the pro rata allocation because the Debtors previously settled their claims with the Morgan Defendants. Further, if the Debtors prevail in the litigation and are awarded litigation costs, the Debtors have agreed that they will remit their share of such award of costs to Crowell & Moring.

15. Crowell & Moring intends to request allowance and payment of fees as set forth above and to request allowance and reimbursement of its expenses according to the Engagement Letter and Crowell & Moring's customary reimbursement policies, subject to

³ The term "Morgan Defendants" includes The Morgan Crucible Company PLC; Morganite Industries, Inc.; Energy Conversion Systems, formerly known as Morganite, Inc.; Morgan Advanced Materials and Technology, Inc.; Morganite Electrical Carbon Ltd.; and National Electrical Carbon Products, Inc.

approval of this Court. Crowell & Moring will not be paid any additional compensation by the Debtors except upon application to and approval by this Court after notice and a hearing.

16. Crowell & Moring acknowledges that all amounts paid to Crowell & Moring during these chapter 11 cases are subject to final allowance by this Court. In the event that any fees or expenses paid to Crowell & Moring during these cases are disallowed by this Court, the fees and expenses will be disgorged by Crowell & Moring and returned to the Debtors or as otherwise ordered by this Court.

17. Crowell & Moring categorizes its billings by subject matter, in compliance with the applicable guidelines of the Office of the United States Trustee (the "U.S. Trustee Guidelines"). Crowell & Moring acknowledges its compensation in the Debtors' cases is subject to approval of this Court in accordance with section 330 of the Bankruptcy Code, Bankruptcy Rule 2016, and the U.S. Trustee Guidelines.

18. Crowell & Moring has conducted a check for conflicts of interest and other conflicts and connections with respect to the Debtors' bankruptcy cases. Crowell & Moring maintains a database containing the names of current, former, and potential clients and other principal parties related to such clients. I caused Crowell & Moring to review and analyze the conflict database to determine whether Crowell & Moring has any connection with the principal parties-in-interest in these chapter 11 cases, using information provided to Crowell & Moring by the Debtors and Skadden and information contained in the database, including (a) the names of the Debtors' prepetition lenders, (b) the names of significant creditors of the Debtors, and (c) the names of firms that the Debtors intend to or may employ during their chapter 11 cases.

19. Based upon this research, I have determined that Crowell & Moring has in the past represented, currently represents, and will likely in the future, certain of the Debtors'

creditors and other parties-in-interest in matters unrelated to the Debtors or these chapter 11 cases. I do not believe that the foregoing raise any actual or potential conflicts of interest of Crowell & Moring relating to the representation of the Debtors in these chapter 11 cases, but such relationships are disclosed out of an abundance of caution.

20. It is my intention that if Crowell & Moring becomes aware of any other connections of which it presently is unaware, Crowell & Moring will bring them to the attention of this Court and the U.S. Trustee.

Dated: Washington, D.C.
February 21, 2006

By: /s/ Jerome A. Murphy
Jerome A. Murphy

Sworn to before me
this 21st day of February, 2006

/s/ Levada M. Catron
Notary Public

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

----- x
In re : Chapter 11
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
Debtors. : (Jointly Administered)
----- x

ORDER UNDER 11 U.S.C. §§ 327(e) AND 1107(b) AND FED. R. BANKR. P. 2014
AUTHORIZING EMPLOYMENT AND RETENTION OF CROWELL & MORING LLP
AS ANTITRUST COUNSEL TO DEBTORS

("CROWELL & MORING RETENTION ORDER")

Upon the application, dated February 21, 2006 (the "Application"), of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order (the "Order") under 11 U.S.C. §§ 327(e) and 1107(b) and Fed. R. Bankr. P. 2014 authorizing the employment and retention of Crowell & Moring LLP as antitrust counsel to the Debtors; and upon the Affidavit of Jerome A. Murphy, sworn to February 21, 2006, in support of the Application (the "Murphy Affidavit"); and this Court being satisfied with the representations made in the Application and the Murphy Affidavit that Crowell & Moring does not represent or hold any interest adverse to any of the Debtors' estates or the Debtors with respect to the matters on which Crowell & Moring is to be employed, and that Crowell & Moring's employment is necessary and would be in the best interests of each of the Debtors' estates; and it appearing that proper and adequate notice has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefore, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Application is GRANTED.

2. The Debtors' employment of Crowell & Moring as antitrust counsel, pursuant to the Application, is approved under sections 327(e) and 1107(b) of the Bankruptcy Code and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), with approval of such employment being effective as of the Petition Date, October 8, 2005, of the Application.

3. Crowell & Moring shall be compensated in accordance with the standards and procedures set forth in sections 330 and 331 of the Bankruptcy Code and all applicable Bankruptcy Rules, Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the "Local Rules"), guidelines established by the Office of the United States Trustee, and further orders of this Court.

4. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Final Order.

5. The requirement under Local Rule 9013-1(b) for the service and filing of a separate memorandum of law is deemed satisfied by the Application.

Dated: New York, New York
March ____, 2006

UNITED STATES BANKRUPTCY JUDGE

EXHIBIT G

Objections Due: March 3, 2006 at 4:00 p.m.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700
John Wm. Butler, Jr. (JB 4711)
John K. Lyons (JL 4951)
Ron E. Meisler (RM 3026)

- and -

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New York, New York 10036
(212) 735-3000
Kayalyn A. Marafioti (KM 9632)
Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:
Toll Free: (800) 718-5305
International: (248) 813-2698

Delphi Legal Information Website:
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05- 44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

NOTICE OF PRESENTMENT OF ORDER UNDER 11 U.S.C. §§ 327(e) AND 1107(b)
AND FED. R. BANKR. P. 2014 AUTHORIZING EMPLOYMENT AND RETENTION
OF CROWELL & MORING LLP AS ANTITRUST COUNSEL TO DEBTORS

PLEASE TAKE NOTICE that on February 21, 2006, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases filed the Application For An Order Under 11 U.S.C. §§ 327(e) And 1107(b) And Fed. R. Bankr. P. 2014 Authorizing Debtors Employment And Retention Of Crowell & Moring LLP ("Crowell & Moring") As Antitrust Counsel To Debtors (the "Application").

PLEASE TAKE FURTHER NOTICE that if timely written objections are filed, served, and received in accordance with this notice, a hearing to consider approval of the Application will be held on April 6, 2006, at 10:00 a.m. (Prevailing Eastern Time) (the "Hearing") before the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York, 10004.

PLEASE TAKE FURTHER NOTICE that if no written objections to the Application are timely filed, served, and received, the order filed with the Application and attached to this notice as Exhibit A will be submitted for signature to the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004 on March 3, 2006.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Application must (a) be in writing, (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Order Under 11

U.S.C. §§ 102 (1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014
Establishing (I) Omnibus Hearing Dates, (II) Certain Notice, Case Management, And
Administrative Procedures, And (III) Scheduling An Initial Case Conference In Accordance
With Local Bankr. R. 1007-2(e) (the "Case Management Order") (Docket No. 245), (c) be
filed with the Bankruptcy Court in accordance with General Order M-242 (as amended)
registered users of the Bankruptcy Court's case filing system must file electronically, and all
other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document
Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) be
submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain,
United States Bankruptcy Judge, and (e) be served upon (i) Delphi Corporation, 5725
Delphi Drive, Troy, Michigan 48098 (Att'n: General Counsel), (ii) counsel to the Debtors,
Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100,
Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr.), (iii) counsel for the agent under the
Debtors' prepetition credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington
Avenue, New York, New York 10017 (Att'n: Kenneth S. Ziman), (iv) counsel for the agent
under the postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New
York, New York 10017 (Att'n: Marlane Melican), (v) counsel for the Official Committee
of Unsecured Creditors, Latham & Watkins, 885 Third Avenue, New York, New York
10022 (Att'n: Robert J. Rosenberg and Mark A. Broude), (vi) Crowell & Moring LLP, 1001
Pennsylvania Avenue, N.W., Washington, D.C. 20004-2595 (Att'n: Jerome A. Murphy),
and (vii) the Office of the United States Trustee for the Southern District of New York, 33
Whitehall Street, Suite 2100, New York, New York 10004 (Att'n: Alicia M. Leonhard), in

each case so as to be **received** no later than **4:00 p.m. (Prevailing Eastern Time)** on **March 3, 2006** (the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE that only those objections made as set forth herein and in accordance with the Case Management Order will be considered by the Bankruptcy Court at the Hearing. If no objections to the Application are timely filed and served in accordance with the procedures set forth herein and in the Case Management Order, the Bankruptcy Court may enter an order granting the Application **without further notice**.

Dated: New York, New York
February 21, 2006

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

By: /s/ John Wm. Butler, Jr.
John Wm. Butler, Jr. (JB 4711)
John K. Lyons (JL 4951)
Ron E. Meisler (RM 3026)
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700

- and -

By: /s/ Kayalyn A. Marafioti
Kayalyn A. Marafioti (KM 9632)
Thomas J. Matz (TM 5986)
Four Times Square
New York, New York 10036
(212) 735-3000

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:
In re	: Chapter 11
	:
DELPHI CORPORATION, <u>et al.</u> ,	: Case No. 05-44481 (RDD)
	:
Debtors.	: (Jointly Administered)
	:
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ORDER UNDER 11 U.S.C. §§ 327(e) AND 1107(b) AND FED. R. BANKR. P. 2014
AUTHORIZING EMPLOYMENT AND RETENTION OF CROWELL & MORING LLP
AS ANTITRUST COUNSEL TO DEBTORS

("CROWELL & MORING RETENTION ORDER")

Upon the application, dated February 21, 2006 (the "Application"), of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order (the "Order") under 11 U.S.C. §§ 327(e) and 1107(b) and Fed. R. Bankr. P. 2014 authorizing the employment and retention of Crowell & Moring LLP as antitrust counsel to the Debtors; and upon the Affidavit of Jerome A. Murphy, sworn to February 21, 2006, in support of the Application (the "Murphy Affidavit"); and this Court being satisfied with the representations made in the Application and the Murphy Affidavit that Crowell & Moring does not represent or hold any interest adverse to any of the Debtors' estates or the Debtors with respect to the matters on which Crowell & Moring is to be employed, and that Crowell & Moring's employment is necessary and would be in the best interests of each of the Debtors' estates; and it appearing that proper and adequate notice has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefore, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Application is GRANTED.

2. The Debtors' employment of Crowell & Moring as antitrust counsel, pursuant to the Application, is approved under sections 327(e) and 1107(b) of the Bankruptcy Code and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), with approval of such employment being effective as of the Petition Date, October 8, 2005, of the Application.

3. Crowell & Moring shall be compensated in accordance with the standards and procedures set forth in sections 330 and 331 of the Bankruptcy Code and all applicable Bankruptcy Rules, Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the "Local Rules"), guidelines established by the Office of the United States Trustee, and further orders of this Court.

4. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Final Order.

5. The requirement under Local Rule 9013-1(b) for the service and filing of a separate memorandum of law is deemed satisfied by the Application.

Dated: New York, New York
March ____, 2006

UNITED STATES BANKRUPTCY JUDGE

EXHIBIT H

Delphi Legal Information Hotline:
Toll Free: (800) 718-5305
International: (248) 813-2698

Delphi Legal Information Website:
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

APPLICATION FOR ORDER UNDER 11 U.S.C. §§ 327(e) AND 1107(b) AND FED. R.
BANKR. P. 2014 AUTHORIZING EMPLOYMENT AND RETENTION OF
CADWALADER, WICKERSHAM & TAFT LLP AS GOVERNMENT
INVESTIGATIONS COUNSEL TO DEBTORS

("CADWALADER RETENTION APPLICATION")

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates (the "Affiliate Debtors"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), hereby submit this application (the "Application") for an order under 11 U.S.C. §§ 327(e) and 1107(b) and Fed. R. Bankr. P. 2014 authorizing the employment and retention of Cadwalader, Wickersham & Taft LLP ("Cadwalader"), as government investigations counsel to the Debtors, nunc pro tunc to October 8, 2005. In support of this Application, the Debtors submit the Affidavit of Philip Urofsky, Esq., sworn to February 21, 2006 (the "Urofsky Affidavit"). In further support of this Application, the Debtors respectfully represent as follows:

Background

A. The Chapter 11 Filings

1. On October 8, 2005 (the "Initial Filing Date"), Delphi and certain of its U.S. subsidiaries (the "Initial Filers") filed voluntary petitions in this Court for reorganization relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code"). On October 14, 2005, three additional U.S. subsidiaries of Delphi (together with the Initial Filers, collectively, the "Debtors") also sought reorganization relief. The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. This Court entered orders directing the joint administration of the Debtors' chapter 11 cases (Dockets Nos. 28 and 404).

2. On October 17, 2005, the Office of the United States Trustee appointed an official committee of unsecured creditors (the "Creditors' Committee"). No trustee or examiner has been appointed in the Debtors' cases.

3. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding under 28 U.S.C. § 157(b)(2).

4. The statutory predicates for the relief requested herein are sections 327(e) and 1107(b) of the Bankruptcy Code and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules").

B. Current Business Operations Of The Debtors

5. Delphi had global 2004 revenues of approximately \$28.6 billion, and global assets as of August 31, 2005 of approximately \$17.1 billion,¹ Delphi ranks as the fifth largest public company business reorganization in terms of revenues, and the thirteenth largest public company business reorganization in terms of assets. Delphi's non-U.S. subsidiaries are not chapter 11 debtors and continue their business operations without supervision from the Bankruptcy Court.

6. Delphi has become a leading global technology innovator with significant engineering resources and technical competencies in a variety of disciplines, and the Company (as defined below) is today arguably the single largest global supplier of vehicle electronics, transportation components, integrated systems and modules, and other electronic technology. The Company's technologies and products are present in more than 75 million vehicles on the road worldwide. The Company supplies products to nearly every major global automotive original equipment manufacturer, with 2004 sales to its former parent, General Motors Corporation ("General Motors" or "GM"), equaling approximately \$15.4 billion, and sales to each of Ford Motor Company, DaimlerChrysler Corporation, Renault/Nissan Motor Company, Ltd., and Volkswagen Group exceeding \$850 million.

7. As part of its growth strategy, Delphi has established an expansive global presence with a network of manufacturing sites, technical centers, sales offices, and joint ventures located in every major region of the world. As of the Initial Filing Date., the Debtors employed approximately 180,000 employees worldwide. The Debtors' 50,600 U.S. employees

¹ The aggregated financial data used in this Motion generally consists of consolidated information from Delphi and its worldwide subsidiaries and affiliates.

worked in approximately 44 manufacturing sites, 13 technical centers, and Delphi's Troy, Michigan headquarters. Approximately 34,750 of the Debtors' U.S. employees were hourly employees as of the Initial Filing Date, and 96% of these were represented by approximately 49 different international and local unions. Outside the United States, the Company's foreign entities employed more than 134,000 people on the Initial Filing Date, supporting 120 manufacturing sites and 20 technical centers in nearly 40 countries around the globe.

8. Delphi was incorporated in Delaware in 1998 as a wholly-owned subsidiary of GM. Prior to January 1, 1999, GM conducted the Company's business through various divisions and subsidiaries. Effective January 1, 1999, the assets and liabilities of these divisions and subsidiaries were transferred to Delphi and its subsidiaries and affiliates (collectively, the "Company") in accordance with the terms of a Master Separation Agreement between Delphi and GM. In connection with these transactions, Delphi accelerated its evolution from a North American-based, captive automotive supplier to a global supplier of components, integrated systems, and modules for a wide range of customers and applications. Although GM is still the Company's single largest customer, today more than half of Delphi's revenue is generated from non-GM sources.

9. Due to the significant planning that goes into each vehicle model, Delphi's efforts to generate new business do not immediately affect its financial results, because supplier selection in the auto industry is generally finalized several years prior to the start of production of the vehicle. When awarding new business, which is the foundation for the Company's forward revenue base, customers are increasingly concerned with the financial stability of their supply base. The Debtors believe that they will maximize stakeholder value and the Company's future prospects if they stabilize their businesses and continue to diversify their customer base.

The Debtors also believe that this must be accomplished in advance of the expiration of certain benefit guarantees between GM and certain of Delphi's unions representing most of its U.S. hourly employees which coincides with the expiration of the Company's U.S. collective bargaining agreements in the fall of 2007.

C. Events Leading To Chapter 11 Filing

10. In the first two years following Delphi's separation from GM, the Company generated approximately \$2 billion in net income. Every year thereafter, however, with the exception of 2002, the Company has suffered losses. In calendar year 2004, the Company reported a net operating loss of \$482 million on \$28.6 billion in net sales. Reflective of a downturn in the marketplace, Delphi's financial condition deteriorated further in the first six months of 2005, with net operating losses of \$608 million for the first six months of calendar year 2005 on six-month net sales of \$13.9 billion, approximately \$1 billion less than the same time period a year earlier.²

11. The Debtors believe that the Company's financial performance has deteriorated because of: (a) increasingly unsustainable U.S. legacy liabilities and operational restrictions driven by collectively bargained agreements, including restrictions preventing the Debtors from exiting non-strategic, non-profitable operations, all of which have the effect of creating largely fixed labor costs, (b) a competitive U.S. vehicle production environment for domestic OEMs resulting in the reduced number of motor vehicles that GM produces annually in the United States and related pricing pressures, and (c) increasing commodity prices.

² Reported net losses in calendar year 2004 were \$4.8 billion, reflecting a \$4.1 billion tax charge, primarily related to the recording of a valuation allowance on the U.S. deferred tax assets as of December 31, 2004.

12. In light of these factors, the Company determined that it would be imprudent and irresponsible to defer addressing and resolving its U.S. legacy liabilities, product portfolio, operational issues, and forward looking revenue requirements. Because discussions with its unions and GM were not progressing sufficiently, the Company commenced these chapter 11 cases for its U.S. businesses to complete the Debtors' transformation plan and preserve value for its stakeholders.

13. Through the reorganization process, the Debtors intend to achieve competitiveness for Delphi's core U.S. operations by modifying or eliminating non-competitive legacy liabilities and burdensome restrictions under current labor agreements and realigning Delphi's global product portfolio and manufacturing footprint to preserve the Company's core businesses. This will require negotiation with key stakeholders over their respective contributions to the restructuring plan or, absent consensual participation, the utilization of the chapter 11 process to achieve the necessary cost savings and operational effectiveness. The Debtors believe that a substantial segment of Delphi's U.S. business operations must be divested, consolidated, or wound-down during these cases.

14. Upon the conclusion of the reorganization process, the Debtors expect to emerge as a stronger, more financially sound business with viable U.S. operations that are well-positioned to advance global enterprise objectives. In the meantime, Delphi will marshal all of its resources to continue to deliver value and high-quality products to its customers globally. Additionally, the Company will preserve and continue the strategic growth of its non-U.S. operations and maintain its prominence as the world's premier auto supplier.

Relief Requested

15. By this Application, the Debtors request entry of an order authorizing the Debtors to employ and retain Cadwalader pursuant to that certain engagement letter between Delphi and Cadwalader dated April 19, 2005, attached hereto as Exhibit 1 (the "Engagement Letter"), as the Debtors' government investigations counsel in these chapter 11 cases.

Basis For Relief

16. The Debtors submit that Cadwalader's proposed retention meets all the prerequisites for retention of special counsel under section 327(e) of the Bankruptcy Code, which permits a debtor-in-possession, with court approval, to employ counsel that has represented the Debtors prior to the commencement of their chapter 11 cases, for a "specified special purpose" if such employment is in the best interest of the Debtors. As Cadwalader is the proposed government investigations counsel to the Debtors, but not the proposed bankruptcy counsel in these chapter 11 cases, section 327(e) does not require that Cadwalader and its attorneys be "disinterested persons" as defined in section 101(14) of the Bankruptcy Code. Rather, section 327(e) instead requires that Cadwalader not represent or hold any interest adverse to the estates or the Debtors with respect to the matter on which Cadwalader is to be employed. As discussed below, the employment of Cadwalader as government investigations counsel is in the best interests of the Debtors.

The Debtors' Employment Of Cadwalader
Is In The Best Interests Of The Estates

17. Cadwalader will serve as government investigations counsel to the Debtors during these chapter 11 cases. Cadwalader has performed similar work for the Debtors in the past and is therefore familiar with the Debtors' businesses and operations. In particular,

Cadwalader is especially attuned to the unique government investigations issues that arise in the Debtors' industry.

18. Cadwalader has a breadth of experience in handling internal investigations and interacting with government law enforcement and regulatory agencies. Most importantly for present purposes, several members of Cadwalader have extensive experience in government investigations and its interplay with restructuring and bankruptcy law. Accordingly, the Debtors believe that Cadwalader is well qualified to serve as government investigations counsel in these chapter 11 cases in an efficient and effective manner.

19. The Debtors believe that the employment of Cadwalader will enhance and will not duplicate the employment of Skadden, Arps, Slate, Meagher, & Flom LLP ("Skadden"), the Debtors' general bankruptcy counsel, Shearman & Sterling LLP ("Shearman"), the Debtors' special counsel, ("Togut, Segal & Segal LLP") the Debtors' conflicts counsel, or the employment of any other professionals retained by the Debtors to perform specific tasks that are unrelated to the work to be performed by Cadwalader as government investigations counsel to the Debtors. The Debtors understand that Cadwalader will work with the other professionals retained by the Debtors to avoid any such duplication.

Services To Be Rendered By Cadwalader

20. As set forth in the Engagement Letter, the Debtors wish to engage Cadwalader to provide services to the Debtors in connection with government investigations matters. The Debtors anticipate that such services will include the following:

- (a) providing advice and counsel with respect to ongoing investigations by the Department of Justice and other law enforcement agencies;
- (b) providing advice and counsel with respect to design and implementation of compliance and controls programs;

- (c) conducting and supervising internal investigations related to government investigations; and
- (d) providing assistance in complying with government requests and coordinating document productions and interviews.

21. Cadwalader has indicated its desire and willingness to represent the Debtors as set forth herein and to render the necessary professional services as government investigations counsel to the Debtors.

22. The Debtors may request that Cadwalader undertake specific matters beyond the scope of the responsibilities set forth above. Should Cadwalader agree in its discretion to undertake any such matter, the Debtors shall seek further order of this Court.

Disinterestedness Of Professionals

23. The Urofsky Affidavit filed in support of this Application contains information available to date on Cadwalader's connections with other parties-in-interest, as required by Bankruptcy Rule 2014(a). To the best of the Debtors' knowledge, and based on the information in the attached Urofsky Affidavit, Cadwalader does not hold or represent any interest adverse to the Debtors, their creditors, any other party-in-interest in these chapter 11 cases, their respective attorneys and investment advisors, the U.S. Trustee, or any person employed therein, with respect to the matters on which Cadwalader is to be employed.

24. Cadwalader has disclosed to the Debtors that it has in the past represented, currently represents, and will likely in the future represent certain of the Debtors' creditors and other parties-in-interest in matters unrelated to the Debtors or their chapter 11 cases. Cadwalader does not believe that the foregoing raises any actual or potential conflict of interest of Cadwalader relating to the representation of the Debtors as their government investigations counsel in these chapter 11 cases, but such relationships are disclosed out of an abundance of

caution. The Debtors understand that, in order to vitiate any actual or potential conflicts of interest, Cadwalader will not assist the Debtors in connection with their analysis, negotiations, and litigation, if any, with parties with whom Cadwalader has existing client relationships, and that Skadden (or other counsel if Skadden has a conflict), instead, will handle these tasks.

Professional Compensation

25. Cadwalader intends to apply to this Court for compensation and reimbursement of expenses in accordance with section 330(a) of the Bankruptcy Code, the Bankruptcy Rules, applicable guidelines established by the U.S. Trustee, and orders of this Court. Cadwalader acknowledges that all compensation will be subject to this Court's review and approval, after notice and a hearing.

26. Under the applicable provisions of the Bankruptcy Code, and subject to the approval of this Court, the Debtors propose to pay Cadwalader its standard hourly rates reduced by 10% and to reimburse Cadwalader for its expenses pursuant to its reimbursement policies. The Cadwalader attorneys who are expected to be principally responsible for the matters in these chapter 1 cases and their respective standard hourly rates are: James K. Robinson (\$725) and Philip Urofsky (\$550). These hourly rates are subject to annual adjustment in accordance with Cadwalader's standard policies.

27. No arrangement is proposed between the Debtors and Cadwalader for compensation to be paid in these chapter 11 cases other than as set forth above, in the Engagement Letter, and in the Urofsky Affidavit.

28. At the Debtors' request Cadwalader has continued to assist the Debtors' in connection with their intellectual property issues since October 8, 2005 and hence the Debtors request that Cadwalader's retention be effective nunc pro tunc to October 8, 2005.

Conclusion

29. For the foregoing reasons, the Debtors submit that the employment of Cadwalader as the Debtors' government investigations counsel on the terms set forth herein is in the best interests of the estates.

Notice

30. Notice of this Application has been provided in accordance with the Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing (I) Omnibus Hearing Dates, (II) Certain Notice, Case Management, And Administrative Procedures, And (III) Scheduling An Initial Case Conference In Accordance With Local Bankr. R. 1007-2(e) entered by this Court on October 14, 2005 (Docket No. 245). In light of the nature of the relief requested, the Debtors submit that no other or further notice is necessary.

Memorandum Of Law

31. Because the legal points and authorities upon which this Application relies are incorporated herein, the Debtors respectfully request that the requirement of the service and filing of a separate memorandum of law under Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York be deemed satisfied.

WHEREFORE, the Debtors respectfully request that this Court enter an order (a) authorizing the Debtors to employ and retain Cadwalader as their government investigations counsel to perform the services set forth herein and (b) granting the Debtors such other and further relief as is just.

Dated: New York, New York
February 21, 2006

DELPHI CORPORATION, on behalf of itself and
certain of its subsidiaries and affiliates, as Debtors and
Debtors-in-possession

By: /s/ David M. Sherbin
Name: David M. Sherbin
Title: Vice President, General Counsel, and
Chief Compliance Officer

DELPHI

Marjorie Harris Loeb
Tel: 248-813-6801
Facsimile: 248-813-2491
Email: marjorie.h.loeb@delphiauto.com

April 19, 2005

James K. Robinson, Esq.
Cadwalader, Wickersham & Taft, LLP
1201 F Street N.W.
Suite 1100
Washington, D.C. 20004

Re: **SEC Subpoena to Delphi - Investigation No. HO-10011**
Delphi File No. 2004-000900

Dear Jim:

This confirms that the Audit Committee of Delphi Corporation has retained Cadwalader, Wickersham & Taft, LLP to represent Delphi in the above SEC Matter. I will be responsible for managing this matter and will be your direct contact at Delphi. Barbara Frantangelo, a Legal Assistant, is assisting me. Delphi has retained you to assist on Department of Justice issues associated with this matter. As you know, Chuck Davidow of Wilmer Cutler Pickering Hale and Dorr, LLP is Delphi's principal outside counsel representing Delphi's Audit Committee. Please include the Delphi file number shown above in all correspondence and invoices with this office.

You are the only attorney from Cadwalader we have approved to work on this matter. You agreed to provide a 10% discount from your usual hourly rate of \$725, or \$652.50. Additionally, you agreed these hourly rates would remain in effect through April 2006. After 2006, you may request an adjustment in professional rates billed for this matter to reflect the regular hourly rates charged to its other clients at that time. Please contact me prior to any adjustment to discuss any requested rate change and obtain my written approval of any proposed adjustment. Others from your firm may be necessary to assist us on this litigation, but you have agreed to obtain our written permission before engaging them. No fees will be paid for work performed by others before you have obtained our written permission.

We expect your hourly billable rates include all overhead and internal charges associated with your practice. A copy of our billing instructions and limitations is enclosed and incorporated into this engagement agreement by this reference.

Any questions about billing procedures should be addressed to Michele Piscitelli, who can be reached at 248/813-2511.

We ask you endorse this engagement agreement below and return an executed copy to me.

Please call if you have any questions.

Sincerely,


Marjorie Harris Loeb
Managing Securities Attorney

Enclosure

Accepted this 19 day of April 2005.

By: 
James K. Robinson, Esq.
Cadwalader, Wickersham & Taft, LLP

INSTRUCTIONS FOR COMPLETING LAW FIRM/CONSULTANT/EXPERT INVOICES

The attached invoice form should be submitted with all original invoices for services rendered in connection with all legal matters involving Delphi Automotive Systems and its U.S. subsidiaries submitted by law firms or consultants and experts providing legal-related services.

Please submit invoices monthly if the "Total Fees & Disbursements" exceed \$500.00 per case or matter. Otherwise, submit invoices quarterly or annually. In the case of a flat fee or other special billing arrangement, submit invoices in accordance with that arrangement.

**CERTAIN BASIC INFORMATION IS REQUIRED TO PROCESS AN INVOICE.
THE INVOICE CANNOT BE PROCESSED WITHOUT THIS INFORMATION:**

Case Matter Name: If you do not know the case/matter name, please contact the responsible Delphi Attorney or Legal Assistant.

Case Matter No.: If you do not know the case/matter number, please contact the responsible Delphi Attorney or Legal Assistant. Note that only one case/matter may be billed on an invoice.

Firm Employer Identification Number: Please include your firm's EIN on the invoice.

Invoice No.: Each invoice must be specifically identifiable by means of a unique Invoice Number. In other words, no two invoices should have the same Invoice Number. The Invoice Number should consist of no more than ten characters (numeric and/or alpha). Please do not reuse invoice numbers submitted to Delphi previously.

Insurance No.: Please include any insurance number on the invoice (Sedgwick for those matters covered by Delphi's insurance carrier or ESIS for those matters covered by GM's insurance carrier).

Approval: All invoices must be signed on behalf of the firm.

ANALYSIS OF FEES FOR PERSONS PERFORMING SERVICES DURING THIS BILLING PERIOD

Last Name, First Initial: List only persons who performed services during the billing period covered by the invoice. Partial hours should be stated as a decimal fraction, i.e., 20 minutes = .33.

This Bill: Under the category "This Bill," please do not include any past due amount. Past due amounts should only be included in the "Cumulative Totals."

Cumulative Totals: Amounts for "This Bill" should be included in "Cumulative Totals." (The amounts shown under "This Bill" and "Cumulative Totals" should be the same on each line on the first billing for each case/matter using the new invoice format.)

GENERALLY

Delphi will reimburse a firm for reasonable and actual out-of-pocket payments made to third-party vendors (i.e., Delphi will not pay for markups or surcharges added by the firm) for the following items:

- Air freight/express mail deliveries
- Bond fees and premiums
- Coach-class air fare (lowest available rate/class)
- Computerized Delphi database research
- Computerized legal research (e.g., Lexis, Westlaw)
- Court reporter fees
- Expert witness fees
- Filing fees
- Inside photocopy (up to 10 cents per page)
- Local business transportation (e.g., taxi fares)
- Long distance telephone charges (for voice, fax or data)
- Outside messenger services
- Outside photocopy, binding, and printing services
- Postage
- Travel (airfare, hotel, rental car)

Delphi will not pay for:

- Billing of time related to professional services rendered
- Books/subscriptions
- Charges related to overall case management
- Creating, updating or organizing litigation or case files
- Distribution of documents, pleadings, correspondence and materials internally or to client
- Entertainment items (movies, books, alcohol, etc.)
- Fax communications (except long distance telephone charges)
- Hourly fees while traveling
- Inside photocopy (more than 10 cents per page)
- Internal case docketing activities
- Internal firm information technology charges
- LEXIS/NEXIS/Westlaw charges beyond the expenses actually incurred by the firm
- Local meals
- Local personal transportation (taxi/limousine to/from home)
- Local telephone charges
- Membership fees
- Office supplies
- Overtime charges
- Room service or excessive meal expenses
- Secretarial/clerical charges
- Storage charges
- Time spent copying documents or materials
- Transportation expenses or time spent traveling between firm offices
- Word processing

DELPHI

Legal Staff

Date: April 18, 2005

To: James K. Robinson
Cadwalader, Wickersham & Taft

Fax: 202-862-2400
Phone: 202-862-2494

From: Marjorie Harris Loeb

Fax: 248-813-2491
Phone: 248-813-2677

Subject: **SEC Subpoena to Delphi - Investigation No. HO-10011**
Delphi File No. 2004-000900

Number of pages including cover sheet: 4

Problems with the receipt of this transmission, contact: Cathy Kowalewicz at 248-813-2677

☒ Urgent

☐ For Review

☐ Please Reply

Per our conversation earlier today, enclosed is an engagement agreement and billing instructions for the above matter.

Please call if you have any questions.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	x	
	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

AFFIDAVIT OF PHILIP UROFSKY IN SUPPORT OF
APPLICATION FOR ORDER UNDER 11 U.S.C. §§ 327(e) AND
1107(b) AND FED. R. BANKR. P. 2014 AUTHORIZING EMPLOYMENT AND
RETENTION OF CADWALADER, WICKERSHAM & TAFT LLP
AS GOVERNMENT INVESTIGATIONS COUNSEL TO DEBTORS

DISTRICT OF COLUMBIA

PHILIP UROFSKY, being duly sworn, deposes and states as follows:

1. I am an attorney admitted to practice before the courts of Virginia and the District of Columbia. I am a special counsel in the firm of Cadwalader, Wickersham & Taft LLP ("Cadwalader"), proposed government investigations counsel for Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, the debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors").

2. I submit this affidavit (the "Affidavit")¹ in support of the Application For Order Under 11 U.S.C. §§ 327(e) And 1107(b) And Fed. R. Bankr. P. 2014 Authorizing Employment And Retention Of Cadwalader As Government Investigations Counsel To Debtors (the "Application") nunc pro tunc to October 8, 2005, filed concurrently herewith.

3. The address and telephone number of Cadwalader are as follows:

¹ Unless otherwise defined herein, all capitalized terms shall have the meanings ascribed to them in the Application.

1201 F Street, N.W.
Washington, D.C. 20004
(202) 862-2200

4. Cadwalader is well qualified to assist the Debtors in the manner described in the Application. Cadwalader has a breadth of experience in conducting internal investigations and in interacting with government law enforcement and regulatory agencies. Most importantly for present purposes, several members of Cadwalader have extensive experience in government investigations and their interplay with restructuring and bankruptcy law. Accordingly, the Debtors believe that Cadwalader is well qualified to serve as government investigations counsel in these chapter 11 cases in an efficient and effective manner.

5. Cadwalader has advised the Debtors regarding government investigations matters. Based on the services that Cadwalader has previously provided to the Debtors, Cadwalader is thoroughly familiar with the Debtors' corporate structure, the nature of their financial status, and certain legal matters relating to the Debtors.

6. Generally, in connection with the Debtors' cases, Cadwalader will continue to provide to the Debtors with the following types of professional services:

- (a) providing advice and counsel with respect to ongoing investigations by the Department of Justice and other law enforcement agencies;
- (b) providing advice and counsel with respect to design and implementation of additional compliance and controls programs;
- (c) conducting and supervising internal investigations related to government investigations; and
- (d) providing assistance in complying with government requests and coordinating document productions and interviews.

7. In light of certain existing client representations on unrelated matters, the engagement of Skadden, Arps, Slate, Meagher, & Flom LLP ("Skadden") as the Debtors'

bankruptcy counsel, the engagement of Shearman & Sterling LLP ("Shearman") as the Debtors' special counsel, the engagement of Togut, Segal & Segal ("Togut") as the Debtors' conflicts counsel, and the engagement of other counsel for the Debtors, Cadwalader will not be responsible for or undertake any representation with respect to (a) advising the Debtors concerning specific contracts and claims of certain of Cadwalader's existing clients and (b) reviewing, interpreting, or commenting on the specific contracts and claims of certain of Cadwalader's existing clients. These existing client relationships, and the scope of the carve-out from Cadwalader's retention, are discussed more fully below.

8. It is Cadwalader's understanding that the Debtors may request that Cadwalader undertake specific matters beyond the limited scope of the responsibilities set forth above. Should Cadwalader agree in its discretion to undertake any such matter, it is Cadwalader's understanding that the Debtors will seek further order of this Court.

9. Cadwalader is making efforts, together with the Debtors' other counsel to ensure that there is no duplication of effort or work between such firms and Cadwalader. It is Cadwalader's intention that the estates should receive the best value possible from the efficient coordination of work among its counsel. Cadwalader believes that its lawyers and the rest of the lawyers retained in these cases have to date delineated clearly, and will continue to delineate clearly, the division of work between them, so as to avoid any duplication of effort and to maximize the efficiencies of the proposed arrangement.

10. Cadwalader has received no amounts from the Debtors in the past 90 days for services rendered and expenses incurred for the prepetition government investigations-related legal work performed by Cadwalader. There are no arrangements between Cadwalader and any

other entity to share compensation received or to be received in connection with these chapter 11 cases.

11. Cadwalader has agreed to accept as compensation for the services rendered in connection with its representation of the Debtors its standard hourly rates reduced by 10%. Cadwalader intends to request allowance and payment of fees and expenses at its standard hourly rates discounted by 10% and to request allowance and reimbursement of its expenses according to Delphi's reimbursement policies, subject to the approval of this Court. The Cadwalader attorneys who are expected to be principally responsible for the matters in these chapter 11 cases and their respective standard hourly rates are James K. Robinson (\$770) and Philip Urofsky (\$595). These hourly rates are subject to annual adjustment in accordance with Cadwalader's standard policies.² Cadwalader will not be paid any additional compensation by the Debtors except upon application to and approval by this Court after notice and hearing.

12. Cadwalader acknowledges that all amounts paid to Cadwalader during these chapter 11 cases are subject to final allowance by this Court. In the event that any fees or expenses paid to Cadwalader during these cases are disallowed by this Court, the fees and expenses will be disgorged by Cadwalader and returned to the Debtors or as otherwise ordered by this Court.

13. Cadwalader categorizes its billings by subject matter, in compliance with the applicable guidelines of the Office of the United States Trustee (the "U.S. Trustee Guidelines"). Cadwalader acknowledges its compensation in the Debtors' cases is subject to

² In Cadwalader's prepetition retention agreement with Delphi, dated April 19, 2005, Cadwalader agreed to maintain its 2005 rates (James K. Robinson (\$725) and Philip Urofsky (\$550)), minus the 10% discount, until April 2006. Accordingly, as of April 1, 2006, I anticipate we may request an adjustment pursuant to the retention agreement to conform Cadwalader's fees to its current hourly rates as set forth above.

approval of this Court in accordance with section 330 of the Bankruptcy Code, Bankruptcy Rule 2016, and the U.S. Trustee Guidelines.

14. Cadwalader has conducted a check for conflicts of interest and other conflicts and connections with respect to the Debtors' bankruptcy cases. Cadwalader maintains a database containing the names of current, former, and potential clients and other principal parties related to such clients. I caused Cadwalader's conflicts office to review and analyze the conflict database to determine whether Cadwalader has any connection with the principal parties-in-interest in these chapter 11 cases, using information provided to Cadwalader by the Debtors and Skadden and information contained in the database, including (a) the names of the Debtors' prepetition lenders, (b) the names of significant creditors of the Debtors, and (c) the names of firms that the Debtors intend to or may employ during their chapter 11 cases.

15. Based upon this research, I have determined that Cadwalader has in the past represented, currently represents, and will likely in the future represent certain of the Debtors' creditors and other parties-in-interest in matters unrelated to the Debtors or these chapter 11 cases. In addition, after obtaining a waiver from the Debtors, Cadwalader attorneys in the Global Finance Department reviewed the Debtors' proposed Debtor-in-Possession financing agreement (the "DIP Facility") in these cases and advised a potential lender who was contemplating joining the already-existing DIP Facility syndicate. Although Cadwalader did not view this representation as adverse or in conflict with Cadwalader's representation of the Debtors as the Debtors' government investigations counsel in these cases, out of an abundance of caution Cadwalader maintained separation and an information barrier between the Cadwalader attorneys in the Global Finance Department and the Cadwalader attorneys representing the Debtors as the Debtors' government investigations counsel. I do not believe that the foregoing raises any actual

or potential conflicts of interest of Cadwalader relating to the representation of the Debtors in these chapter 11 cases, but such relationships are disclosed out of an abundance of caution.

16. It is my intention that if Cadwalader becomes aware of any other connections of which it presently is unaware, Cadwalader will bring them to the attention of this Court and the U.S. Trustee.

Dated: Washington, D.C.
February 21, 2006

By: /s/ Philip Urofsky
Philip Urofsky

Sworn to before me
this 21st day of February, 2006

/s/ Naundra N. Packer
Notary Public

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----x
In re : Chapter 11
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
Debtors. : (Jointly Administered)
-----x

ORDER UNDER 11 U.S.C. §§ 327(e) AND 1107(b) AND FED. R. BANKR. P. 2014
AUTHORIZING EMPLOYMENT AND RETENTION OF CADWALADER, WICKERSHAM
& TAFT LLP AS GOVERNMENT INVESTIGATIONS COUNSEL TO DEBTORS

("CADWALADER RETENTION ORDER")

Upon the application, dated February 21, 2006 (the "Application"), of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order (the "Order") under 11 U.S.C. §§ 327(e) and 1107(b) and Fed. R. Bankr. P. 2014 authorizing the employment and retention of Cadwalader, Wickersham, & Taft LLP ("Cadwalader") as government investigations counsel to the Debtors; and upon the Affidavit of Philip Urofsky, Esq., sworn to February 21, 2006, in support of the Application (the "Urofsky Affidavit"); and this Court being satisfied with the representations made in the Application and the Urofsky Affidavit that Cadwalader does not represent or hold any interest adverse to any of the Debtors' estates or the Debtors with respect to the matters on which Cadwalader is to be employed, and that Cadwalader's employment is necessary and would be in the best interests of each of the Debtors' estates; and it appearing that proper and adequate notice has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Application is GRANTED.
2. The Debtors' employment of Cadwalader as their government investigations counsel, pursuant to the Application, is approved under sections 327(e) and 1107(b) of the Bankruptcy Code and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), with approval of such employment being effective as of the Petition Date, October 8, 2005.
3. Cadwalader shall be compensated in accordance with the standards and procedures set forth in sections 330 and 331 of the Bankruptcy Code and all applicable Bankruptcy Rules, Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the "Local Rules"), guidelines established by the Office of the United States Trustee, and further orders of this Court.
4. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Final Order.
5. The requirement under Local Rule 9013-1(b) for the service and filing of a separate memorandum of law is deemed satisfied by the Application.

Dated: New York, New York
March ___, 2006

UNITED STATES BANKRUPTCY JUDGE

EXHIBIT I

Objections Due: March 3, 2006 at 4:00 p.m.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700
John Wm. Butler, Jr. (JB 4711)
John K. Lyons (JL 4951)
Ron E. Meisler (RM 3026)

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
Four Times Square
New York, New York 10036
(212) 735-3000
Kayalyn A. Marafioti (KM 9632)
Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:
Toll Free: (800) 718-5305
International: (248) 813-2698

Delphi Legal Information Website:
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	x	
	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05- 44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

NOTICE OF PRESENTMENT OF ORDER UNDER 11 U.S.C. §§ 327(e) AND 1107(b)
AND FED. R. BANKR. P. 2014 AUTHORIZING EMPLOYMENT AND RETENTION
OF CADWALADER, WICKERSHAM & TAFT LLP AS GOVERNMENT
INVESTIGATIONS COUNSEL TO DEBTORS

PLEASE TAKE NOTICE that on February 21, 2006, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases filed the Application For An Order Under 11 U.S.C. §§ 327(e) And 1107(b) And Fed. R. Bankr. P. 2014 Authorizing Debtors Employment And Retention Of Cadwalader, Wickersham, & Taft LLP ("Cadwalader") As Government Investigations Counsel To Debtors (the "Application").

PLEASE TAKE FURTHER NOTICE that if timely written objections are filed, served, and received in accordance with this notice, a hearing to consider approval of the Application will be held on April 6, 2006, at 10:00 a.m. (Prevailing Eastern Time) (the "Hearing") before the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York, 10004.

PLEASE TAKE FURTHER NOTICE that if no written objections to the Application are timely filed, served, and received, the order filed with the Application and attached to this notice as Exhibit A will be submitted for signature to the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004 on March 3, 2006.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Application must (a) be in writing, (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Order Under 11

U.S.C. §§ 102 (1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014
Establishing (I) Omnibus Hearing Dates, (II) Certain Notice, Case Management, And
Administrative Procedures, And (III) Scheduling An Initial Case Conference In Accordance
With Local Bankr. R. 1007-2(e) (the "Case Management Order") (Docket No. 245), (c) be
filed with the Bankruptcy Court in accordance with General Order M-242 (as amended)
registered users of the Bankruptcy Court's case filing system must file electronically, and all
other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document
Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) be
submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain,
United States Bankruptcy Judge, and (e) be served upon (i) Delphi Corporation, 5725
Delphi Drive, Troy, Michigan 48098 (Att'n: General Counsel), (ii) counsel to the Debtors,
Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100,
Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr.), (iii) counsel for the agent under the
Debtors' prepetition credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington
Avenue, New York, New York 10017 (Att'n: Kenneth S. Ziman), (iv) counsel for the agent
under the postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New
York, New York 10017 (Att'n: Marlane Melican), (v) counsel for the Official Committee
of Unsecured Creditors, Latham & Watkins, 885 Third Avenue, New York, New York
10022 (Att'n: Robert J. Rosenberg and Mark A. Broude), (vi) Cadwalader, Wickersham, &
Taft LLP, 1201 F Street, N.W., Washington, D.C. 20004 (Att'n: Philip Urofsky), and (vii)
the Office of the United States Trustee for the Southern District of New York, 33 Whitehall
Street, Suite 2100, New York, New York 10004 (Att'n: Alicia M. Leonhard), in each case

so as to be **received** no later than **4:00 p.m. (Prevailing Eastern Time) on March 3, 2006**
(the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE that only those objections made as
set forth herein and in accordance with the Case Management Order will be considered by
the Bankruptcy Court at the Hearing. If no objections to the Application are timely filed
and served in accordance with the procedures set forth herein and in the Case Management
Order, the Bankruptcy Court may enter an order granting the Application **without further
notice**.

Dated: New York, New York
February 21, 2006

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

By: /s/ John Wm. Butler, Jr.
John Wm. Butler, Jr. (JB 4711)
John K. Lyons (JL 4951)
Ron E. Meisler (RM 3026)
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700

- and -

By: /s/ Kayalyn A. Marafioti
Kayalyn A. Marafioti (KM 9632)
Thomas J. Matz (TM 5986)
Four Times Square
New York, New York 10036
(212) 735-3000

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

----- x
In re : Chapter 11
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
Debtors. : (Jointly Administered)
----- x

ORDER UNDER 11 U.S.C. §§ 327(e) AND 1107(b) AND FED. R. BANKR. P. 2014
AUTHORIZING EMPLOYMENT AND RETENTION OF CADWALADER, WICKERSHAM
& TAFT LLP AS GOVERNMENT INVESTIGATIONS COUNSEL TO DEBTORS

("CADWALADER RETENTION ORDER")

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ORDERED, ADJUDGED, AND DECREED THAT:

1. The Application is GRANTED.
2. The Debtors' employment of Cadwalader as their government investigations counsel, pursuant to the Application, is approved under sections 327(e) and 1107(b) of the Bankruptcy Code and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), with approval of such employment being effective as of the Petition Date, October 8, 2005.
3. Cadwalader shall be compensated in accordance with the standards and procedures set forth in sections 330 and 331 of the Bankruptcy Code and all applicable Bankruptcy Rules, Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the "Local Rules"), guidelines established by the Office of the United States Trustee, and further orders of this Court.
4. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Final Order.
5. The requirement under Local Rule 9013-1(b) for the service and filing of a separate memorandum of law is deemed satisfied by the Application.

Dated: New York, New York
March ___, 2006

UNITED STATES BANKRUPTCY JUDGE